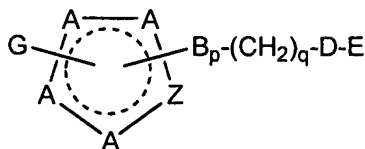


The following list of claims replaces all prior versions and lists of claims in the application:

Listing of Claims:

1. (Amended) A compound having the formula:



or a pharmaceutically acceptable salt, ester, or prodrug thereof,
wherein

A, at each occurrence, independently is carbon, carbonyl, or nitrogen, provided at least one A is carbon;

Z is carbon, nitrogen, oxygen, or sulfur;

B is selected from the group consisting of O, NR^2 , $S(O)_r$, C=O, C=S, and $C=NOR^3$,

p is 0 or 1;

q, at each occurrence, independently is 0 or 1;

r is 0, 1, or 2;

R^2 , at each occurrence, independently is selected from the group consisting of:

a) hydrogen, b) $S(O)_rR^4$, c) formyl, d) C_{1-8} alkyl, e) C_{2-8} alkenyl, f) C_{2-8} alkynyl, g) C_{1-8} alkoxy, h) C_{1-8} alkylthio, i) C_{1-8} acyl, j) saturated, unsaturated, or aromatic C_{3-8} carbocycle, and k) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of d) – k) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, F, Cl, Br, I, CN, NO_2 , $-NR^3R^3$, $-OR^3$, $-S(O)_rR^4$, $-S(O)_rNR^3R^3$, $-C(O)R^3$, $-C(O)OR^3$, $-OC(O)R^3$, $-C(O)NR^3R^3$, and $-OC(O)NR^3R^3$;

alternatively, two R^2 groups, taken together with the atom to which they are bonded, form i) 5-8 membered saturated or unsaturated carbocycle, or ii) 5-8 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein i) – ii) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, F, Cl, Br, I, CN, NO_2 , $-\text{NR}^3\text{R}^3$, $-\text{OR}^3$, $-\text{S(O)}_r\text{R}^4$, $-\text{S(O)}_r\text{NR}^3\text{R}^3$, $-\text{C(O)}\text{R}^3$, $-\text{C(O)}\text{OR}^3$, $-\text{OC(O)}\text{R}^3$, $-\text{C(O)}\text{NR}^3\text{R}^3$, $-\text{OC(O)}\text{NR}^3\text{R}^3$, C_{1-6} acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R^3 , at each occurrence, independently is selected from the group consisting of:

a) hydrogen, b) C_{1-8} alkyl, c) C_{2-8} alkenyl, d) C_{2-8} alkynyl, e) C_{1-8} acyl, f) saturated, unsaturated, or aromatic C_{3-8} carbocycle, and g) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of b) – h) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, F, Cl, Br, I, CN, NO_2 , $-\text{NR}^6\text{R}^6$, $-\text{OR}^6$, $-\text{S(O)}_r\text{R}^6$, $-\text{S(O)}_r\text{NR}^6\text{R}^6$, $-\text{C(O)}\text{R}^6$, $-\text{C(O)}\text{OR}^6$, $-\text{OC(O)}\text{R}^6$, $-\text{C(O)}\text{NR}^6\text{R}^6$, $-\text{OC(O)}\text{NR}^6\text{R}^6$, C_{1-6} acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

alternatively, two R^3 groups, taken together with the atom to which they are bonded, form i) a 5-7 membered saturated or unsaturated carbocycle, or ii) a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein i) - ii) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, F, Cl, Br, I, CN, NO_2 , $-\text{NR}^6\text{R}^6$, $-\text{OR}^6$, $-\text{S(O)}_r\text{R}^6$, $-\text{S(O)}_r\text{NR}^6\text{R}^6$, $-\text{C(O)}\text{R}^6$, $-\text{C(O)}\text{OR}^6$, $-\text{OC(O)}\text{R}^6$, $-\text{C(O)}\text{NR}^6\text{R}^6$, $-\text{OC(O)}\text{NR}^6\text{R}^6$, C_{1-6} acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R^4 is selected from the group consisting of:

a) hydrogen, b) $-NR^3R^3$, c) $-NR^3OR^3$, d) $-NR^3NR^3R^3$ e) $-NHC(O)R^3$,
f) $-C(O)NR^3R^3$, g) $-N_3$, h) C_{1-8} alkyl, i) C_{2-8} alkenyl, j) C_{2-8} alkynyl,
k) saturated, unsaturated, or aromatic C_{3-8} carbocycle, and l) saturated,
unsaturated, or aromatic 5-10 membered heterocycle containing one or
more heteroatoms selected from the group consisting of nitrogen, oxygen,
and sulfur,

wherein any of h) – l) optionally is substituted with one or more
moieties selected from the group consisting of carbonyl, F, Cl, Br,
I, CN, NO_2 , $-NR^3R^3$, $-OR^3$, $-SR^3$, $-S(O)_rR^5$, $-S(O)_rNR^3R^3$, $-C(O)R^3$,
 $-C(O)OR^3$, $-OC(O)R^3$, $-C(O)NR^3R^3$, $-OC(O)NR^3R^3$, C_{1-6} alkyl,
 C_{1-6} alkenyl, C_{1-6} alkynyl, C_{1-6} acyl, aryl, substituted aryl,
heteroaryl, and substituted heteroaryl;

R^5 is selected from the group consisting of:

a) hydrogen, b) $-NR^3R^3$, c) $-NR^3OR^3$, d) $-NR^3NR^3R^3$ e) $-NHC(O)R^3$,
f) $-C(O)NR^3R^3$, g) $-N_3$, h) C_{1-8} alkyl, i) C_{2-8} alkenyl, j) C_{2-8} alkynyl,
k) saturated, unsaturated, or aromatic C_{3-8} carbocycle, and l) saturated,
unsaturated, or aromatic 5-10 membered heterocycle containing one or
more heteroatoms selected from the group consisting of nitrogen, oxygen,
and sulfur,

wherein any of h) – l) optionally is substituted with one or more
moieties selected from the group consisting of F, Cl, Br, I, CN,
 NO_2 , $-NR^3R^3$, $-OR^3$, $-SR^3$, $-C(O)R^3$, $-C(O)OR^3$, $-OC(O)R^3$,
 $-C(O)NR^3R^3$, $-OC(O)NR^3R^3$, C_{1-6} alkyl, C_{1-6} alkenyl, C_{1-6} alkynyl,
 C_{1-6} acyl, aryl, substituted aryl, heteroaryl, and substituted
heteroaryl;

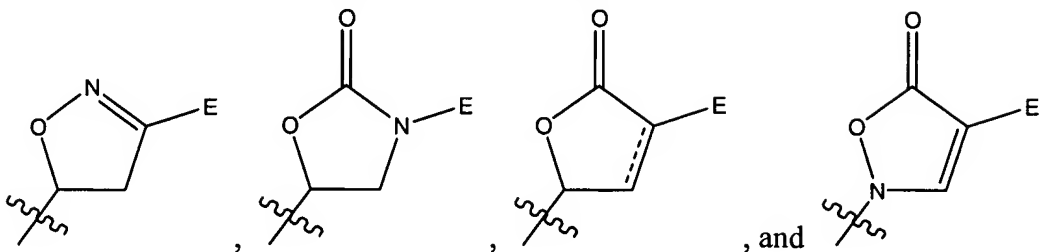
R^6 , at each occurrence, independently is selected from the group consisting of:

hydrogen, C_{1-6} alkyl, C_{1-6} alkenyl, C_{1-6} alkynyl, C_{1-6} acyl, aryl, substituted
aryl, ~~heteroaryl~~ heteroaryl, substituted heteroaryl;

alternatively, two R^6 groups taken together are $-(CH_2)_s-$,

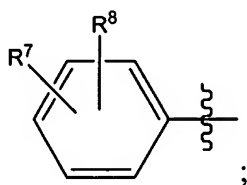
wherein s is 1, 2, 3, 4, or 5;

D-E is selected from the group consisting of:

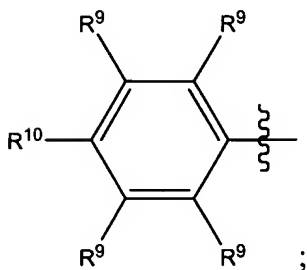


E is selected from the group consisting of:

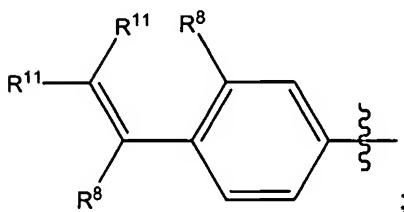
a)



b)



c)



d) 5-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{13} groups;

e) C_{5-10} saturated, unsaturated, or aromatic carbocycle, optionally substituted with one or more R^{13} groups;

f) C_{1-8} alkyl,

g) C_{2-8} alkenyl,

- h) C₃₋₈ alkynyl,
- i) C₁₋₈ alkoxy,
- j) C₁₋₈ ~~alkylthio~~ alkylthio,
- k) C₁₋₈ acyl,
- l) S(O)_rR⁵; and
- m) hydrogen,

wherein any of f) – k) optionally is substituted with

- i) one or more R¹³ groups;
- ii) 5-6 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R¹³ groups; or
- iii) C₅₋₁₀ saturated, unsaturated, or aromatic carbocycle, optionally substituted with one or more R¹³ groups;

R⁷ is selected from the group consisting of:

- a) hydrogen, b) carbonyl, c) formyl, d) F, e) Cl, f) Br, g) I, h) CN, i) NO₂,
- j) OR³, k) -S(O)_rR⁵, l) -S(O)_iN=R², m) -C(O)R², n) -C(O)OR³, o) -OC(O)R², p) -C(O)NR²R², q) -OC(O)NR²R², r) -C(=NR¹²)R², s) -C(R²)(R²)OR³, t) -C(R²)(R²)OC(O)R², u) -C(R²)(OR³)(CH₂)_rNR²R², v) -NR²R², w) -NR²OR³, x) -N(R²)C(O)R², y) -N(R²)C(O)OR³, z) -N(R²)C(O)NR²R², aa) -N(R²)S(O)_rR⁵, bb) -C(OR⁶)(OR⁶)R², cc) -C(R²)(R³)NR²R², dd) -C(R²)(R³)NR²R¹², ee) =NR¹², ff) -C(S)NR²R², gg) -N(R²)C(S)R², hh) -OC(S)NR²R², ii) -N(R²)C(S)OR³, jj) -N(R²)C(S)NR²R², kk) -SC(O)R², ll) C₁₋₈ alkyl, mm) C₂₋₈ alkenyl, nn) C₂₋₈ alkynyl, oo) C₁₋₈ alkoxy, pp) C₁₋₈ alkylthio, qq) C₁₋₈ acyl, rr) saturated, unsaturated, or aromatic C₅₋₁₀ carbocycle, and ss) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of ll) – ss) optionally is substituted with one or more moieties selected from the group consisting of:

carbonyl; formyl; F; Cl; Br; I; CN; NO₂; OR³; –S(O)_rR⁵;
–S(O)_rN=R², –C(O)R²; –C(O)OR³; –OC(O)R²; –C(O)NR²R²;
–OC(O)NR²R²; –C(=NR¹⁰)R²; –C(R²)(R²)OR³;
–C(R²)(R²)OC(O)R²; –C(R²)(OR³)(CH₂)_rNR²R²; –NR²R²;
–NR²OR³; –NR²C(O)R²; –NR²C(O)OR³; –NR²C(O)NR²R²;
–NR²S(O)_rR⁵; –C(OR⁶)(OR⁶)R²; –C(R²)(R³)NR²R²;
–C(R²)(R³)NR²R¹²; =NR¹²; –C(S)NR²R²; –NR²C(S)R²;
–OC(S)NR²R²; –NR²C(S)OR³; –NR²C(S)NR²R²; –SC(O)R²;
C₂₋₅ alkenyl; C₂₋₅ alkynyl; C₁₋₈ alkoxy; C₁₋₈ alkylthio; C₁₋₈ acyl;
saturated, unsaturated, or aromatic C₅₋₁₀ carbocycle, optionally
substituted with one or more R⁸ groups; and saturated, unsaturated,
or aromatic 5-10 membered heterocycle containing one or more
heteroatoms selected from the group consisting of nitrogen,
oxygen, and sulfur, and optionally substituted with one or more R⁸
groups;

R⁸ is selected from the group consisting of:

hydrogen; F; Cl; Br; I; CN; NO₂; OR⁶; aryl; substituted aryl; heteroaryl;
substituted heteroaryl; and C₁₋₆ alkyl, optionally substituted with one or
more moieties selected from the group consisting of aryl, substituted aryl,
heteroaryl, substituted heteroaryl, F, Cl, Br, I, CN, NO₂, and OR⁶;

alternatively, R⁷ and R⁸ taken together are –O(CH₂)_rO–;

R⁹, at each occurrence, independently is selected from the group consisting of:

hydrogen, F, Cl, Br, I, CN, OR³, NO₂, –NR²R², C₁₋₆ alkyl, C₁₋₆ acyl, and
C₁₋₆ alkoxy;

R¹⁰ is selected from the group consisting of:

a) saturated, unsaturated, or aromatic C₅₋₁₀ carbocycle, b) saturated,
unsaturated, or aromatic 5-10 membered heterocycle containing one or
more heteroatoms selected from the group consisting of nitrogen, oxygen,

and sulfur, c) -X-C₁₋₆ alkyl-saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, d) saturated, unsaturated, or aromatic 10-membered bicyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, e) saturated, unsaturated, or aromatic 13-membered tricyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and f) R⁹,

wherein

any of a) - e) optionally is substituted with one or more R¹³ groups, and

X is O or NR³;

alternatively, R¹⁰ and one R⁹ group, taken together with the atoms to which they are bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more R¹³ groups; or a 5-7 membered saturated or unsaturated ~~heterocycle~~ heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R¹³ groups;

R¹¹ at each occurrence, independently is selected from the group consisting of: hydrogen; an electron-withdrawing group; aryl; substituted aryl; heteroaryl; substituted heteroaryl; and C₁₋₆ alkyl, optionally substituted with F, Cl, or Br;

alternatively, any R¹¹ and R⁸, taken together with the atoms to which they are bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more R¹³ groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R¹³ groups;

R¹² is selected from the group consisting of:

$-\text{NR}^2\text{R}^2$, $-\text{OR}^3$, $-\text{OC}(\text{O})\text{R}^2$, $-\text{OC}(\text{O})\text{OR}^3$, $-\text{NR}^2\text{C}(\text{O})\text{R}^2$, $-\text{NR}^2\text{C}(\text{O})\text{NR}^2\text{R}^2$,
 $-\text{NR}^2\text{C}(\text{S})\text{NR}^2\text{R}^2$, and $-\text{NR}^2\text{C}(=\text{NR}^2)\text{NR}^2\text{R}^2$;

R^{13} , at each occurrence, independently is selected from the group consisting of:

a) hydrogen, b) carbonyl, c) formyl d) F, e) Cl, f) Br, g) I, h) CN, i) NO_2 , j) OR^3 , k) $-\text{S}(\text{O})_r\text{R}^5$, l) $-\text{S}(\text{O})_r\text{N}=\text{R}^3$, m) $-\text{C}(\text{O})\text{R}^2$, n) $-\text{C}(\text{O})\text{OR}^3$, o) $-\text{OC}(\text{O})\text{R}^2$,
p) $-\text{C}(\text{O})\text{NR}^2\text{R}^2$, q) $-\text{OC}(\text{O})\text{NR}^2\text{R}^2$, r) $-\text{C}(=\text{NR}^{12})\text{R}^2$, s) $-\text{C}(\text{R}^2)(\text{R}^2)\text{OR}^3$,
t) $-\text{C}(\text{R}^2)(\text{R}^2)\text{OC}(\text{O})\text{R}^2$, u) $-\text{C}(\text{R}^2)(\text{OR}^3)(\text{CH}_2)_r\text{NR}^2\text{R}^2$, v) $-\text{NR}^2\text{R}^2$, w)
 $-\text{NR}^2\text{OR}^3$, x) $-\text{N}(\text{R}^2)\text{C}(\text{O})\text{R}^2$, y) $-\text{N}(\text{R}^2)\text{C}(\text{O})\text{OR}^3$, z) $-\text{N}(\text{R}^2)\text{C}(\text{O})\text{NR}^2\text{R}^2$, aa)
 $-\text{N}(\text{R}^2)\text{S}(\text{O})_r\text{R}^5$, bb) $-\text{C}(\text{OR}^6)(\text{OR}^6)\text{R}^2$, cc) $-\text{C}(\text{R}^2)(\text{R}^3)\text{NR}^2\text{R}^2$, dd)
 $-\text{C}(\text{R}^2)(\text{R}^3)\text{NR}^2\text{R}^{12}$, ee) $=\text{NR}^{12}$, ff) $-\text{C}(\text{S})\text{NR}^2\text{R}^2$, gg) $-\text{N}(\text{R}^2)\text{C}(\text{S})\text{R}^2$, hh)
 $-\text{OC}(\text{S})\text{NR}^2\text{R}^2$, ii) $-\text{N}(\text{R}^2)\text{C}(\text{S})\text{OR}^3$, jj) $-\text{N}(\text{R}^2)\text{C}(\text{S})\text{NR}^2\text{R}^2$, kk) $-\text{SC}(\text{O})\text{R}^2$,
ll) C_{1-8} alkyl, mm) C_{2-8} alkenyl, nn) C_{2-8} alkynyl, oo) C_{1-8} alkoxy,
pp) C_{1-8} alkylthio, qq) C_{1-8} acyl, rr) saturated, unsaturated, or aromatic C_5 -
 $_{10}$ carbocycle, ss) saturated, unsaturated, or aromatic 5-10 membered
heterocycle containing one or more heteroatoms selected from the group
consisting of nitrogen, oxygen, and sulfur, tt) saturated, unsaturated, or
aromatic 10-membered bicyclic ring system optionally containing one or
more heteroatoms selected from the group consisting of nitrogen, oxygen,
and sulfur, and uu) saturated, unsaturated, or aromatic 13-membered
tricyclic ring system optionally containing one or more heteroatoms
selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of ll) – uu) optionally is substituted with one or more
moieties selected from the group consisting of:

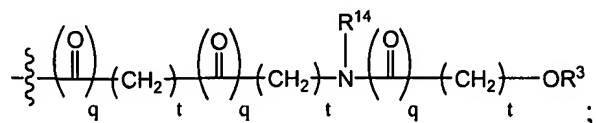
carbonyl; formyl; F; Cl; Br; I; CN; NO_2 ; OR^3 ; $-\text{S}(\text{O})_r\text{R}^5$;
 $-\text{S}(\text{O})_r\text{N}=\text{R}^2$, $-\text{C}(\text{O})\text{R}^2$; $-\text{C}(\text{O})\text{OR}^3$; $-\text{OC}(\text{O})\text{R}^2$; $-\text{C}(\text{O})\text{NR}^2\text{R}^2$;
 $-\text{OC}(\text{O})\text{NR}^2\text{R}^2$; $-\text{C}(=\text{NR}^{12})\text{R}^2$; $-\text{C}(\text{R}^2)(\text{R}^2)\text{OR}^3$;
 $-\text{C}(\text{R}^2)(\text{R}^2)\text{OC}(\text{O})\text{R}^2$; $-\text{C}(\text{R}^2)(\text{OR}^3)(\text{CH}_2)_r\text{NR}^2\text{R}^2$; $-\text{NR}^2\text{R}^2$;
 $-\text{NR}^2\text{OR}^3$; $-\text{NR}^2\text{C}(\text{O})\text{R}^2$; $-\text{NR}^2\text{C}(\text{O})\text{OR}^3$; $-\text{NR}^2\text{C}(\text{O})\text{NR}^2\text{R}^2$;
 $-\text{NR}^2\text{S}(\text{O})_r\text{R}^5$; $-\text{C}(\text{OR}^6)(\text{OR}^6)\text{R}^2$; $-\text{C}(\text{R}^2)(\text{R}^3)\text{NR}^2\text{R}^2$;
 $-\text{C}(\text{R}^2)(\text{R}^3)\text{NR}^2\text{R}^{12}$; $=\text{NR}^{12}$; $-\text{C}(\text{S})\text{NR}^2\text{R}^2$; $-\text{NR}^2\text{C}(\text{S})\text{R}^2$;

-OC(S)NR²R²; -NR²C(S)OR³; -NR²C(S)NR²R²; -SC(O)R²;
C₁₋₈ alkyl, C₂₋₈ alkenyl; C₂₋₈ alkynyl; C₁₋₈ alkoxy; C₁₋₈
alkylthio; C₁₋₈ acyl; saturated, unsaturated, or aromatic C₃₋₁₀
carbocycle optionally substituted with one or more R⁷
groups; and saturated, unsaturated, or aromatic 3-10
membered heterocycle containing one or more heteroatoms
selected from the group consisting of nitrogen, oxygen, and
sulfur, and substituted with one or more R⁷ groups;

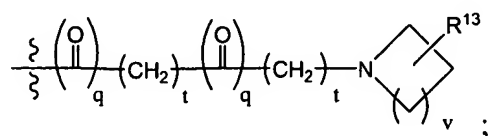
G is selected from the group consisting of:

- a) C₁₋₄ alkyl, b) C₅₋₈ alkyl, c) C₂₋₈ alkenyl, d) C₂₋₈ alkynyl, e) C₁₋₈ alkoxy,
f) C₁₋₈ alkylthio, ~~g) C₁₋₈ acyl~~, ~~gh)~~ saturated, unsaturated, or aromatic C₅₋₁₀
carbocycle, ~~hi)~~ saturated, unsaturated, or aromatic 5-10 membered
heterocycle containing one or more heteroatoms selected from the group
consisting of nitrogen, oxygen, and sulfur,

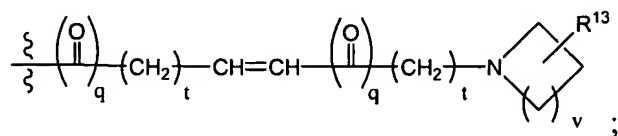
~~ij)~~



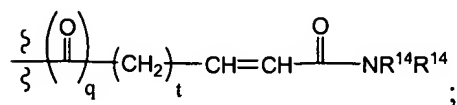
~~jk)~~



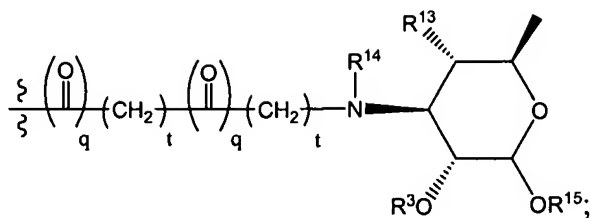
~~kl)~~



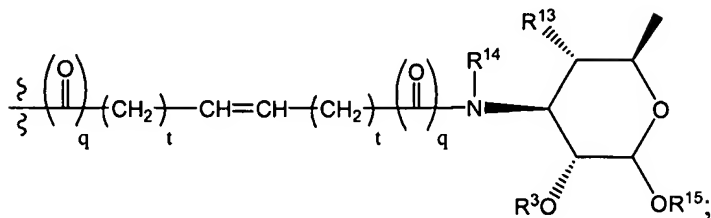
~~lm)~~



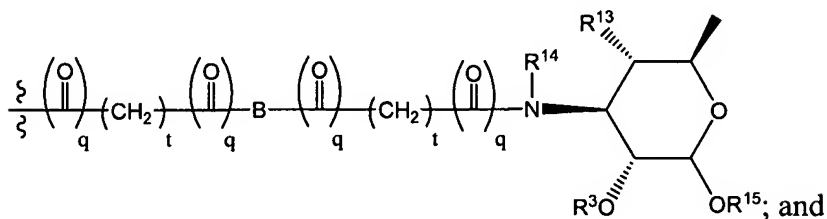
~~mn)~~



ne)



op)



pa) $\text{-(CH}_2\text{)}_t\text{-NR}^2\text{-(CH}_2\text{)}_t\text{-C(R}^3\text{)(R}^3\text{)OR}^3$;

wherein

i) a) is substituted with, and

ii) any of b) – i) optionally is substituted with one or more moieties selected from the group consisting of:

carbonyl; formyl; F; Cl; Br; I; CN; NO₂; OR³; -S(O)_rR⁵;
-S(O)_rN=R², -C(O)R²; -C(O)OR³; -OC(O)R²; -C(O)NR²R²;
-OC(O)NR²R²; -C(=NR¹²)R²; -C(R²)(R²)OR³;
-C(R²)(R²)OC(O)R²; -C(R²)(OR³)(CH₂)_rNR²R²; -NR²R²;
-NR²OR³; -NR²C(O)R²; -NR²C(O)OR³; -NR²C(O)NR²R²;
-NR²S(O)_rR⁵; -C(OR⁶)(OR⁶)R²; -C(R²)(R³)NR²R²;
-C(R²)(R³)NR²R¹²; =NR¹²; -C(S)NR²R²; -NR²C(S)R²;
-OC(S)NR²R²; -NR²C(S)OR³; -NR²C(S)NR²R²; -SC(O)R²;
C₂₋₅ alkenyl; C₂₋₅ alkynyl; C₁₋₈ alkoxy; C₁₋₈ alkylthio; C₁₋₈
acyl; saturated, unsaturated, or aromatic C₅₋₁₀ carbocycle,

optionally substituted with one or more R^{13} groups; and saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{13} groups;

t, at each occurrence, independently is 0, 1, 2, or 3;

v is 0, 1, 2, 3, 4, 5, or 6;

R^{14} is selected from the group consisting of:

- a) hydrogen, b) C_{1-6} -alkyl, c) C_{2-6} alkenyl, d) C_{2-6} alkynyl, e) $-C(O)-R^3$, f) $-C(O)-C_{1-6}$ alkyl- R^3 , g) $-C(O)-C_{2-6}$ alkenyl- R^3 , h) $-C(O)-C_{2-6}$ alkynyl- R^3 , i) $-C_{1-6}$ alkyl-J- R^3 , j) $-C_{2-6}$ alkenyl-J- R^3 ; and k) $-C_{2-6}$ alkynyl-J- R^3 ;

wherein

- (i) any of b) – d) optionally is substituted with one or more substituents selected from the group consisting of:

F, Cl, Br, I, aryl, substituted aryl, heteroaryl, substituted heteroaryl, $-OR^3$, $-O-C_{1-6}$ alkyl- R^2 , $-O-C_{2-6}$ alkenyl- R^2 , $-O-C_{2-6}$ alkynyl- R^2 , and $-NR^2R^2$; and

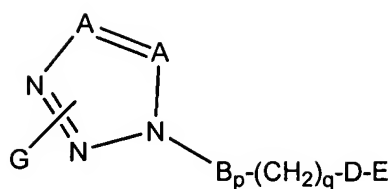
- (ii) J is selected from the group consisting of:

$-OC(O)-$, $-OC(O)O-$, $-OC(O)NR^2-$, $-C(O)NR^2-$, $-NR^2C(O)-$, $-NR^2C(O)O-$, $-NR^2C(O)NR^2-$, $-NR^2C(NH)NR^2-$, and $S(O)_t$; and

R^{15} is selected from the group consisting of:

hydrogen; C_{1-10} alkyl, optionally substituted with one or more R^{13} groups; C_{1-6} acyl, optionally substituted with one or more R^{13} groups; aryl; substituted aryl; heteroaryl; substituted heteroaryl; arylalkyl; substituted arylalkyl; and a macrolide.

2. (Original) The compound according to claim 1, having the formula:

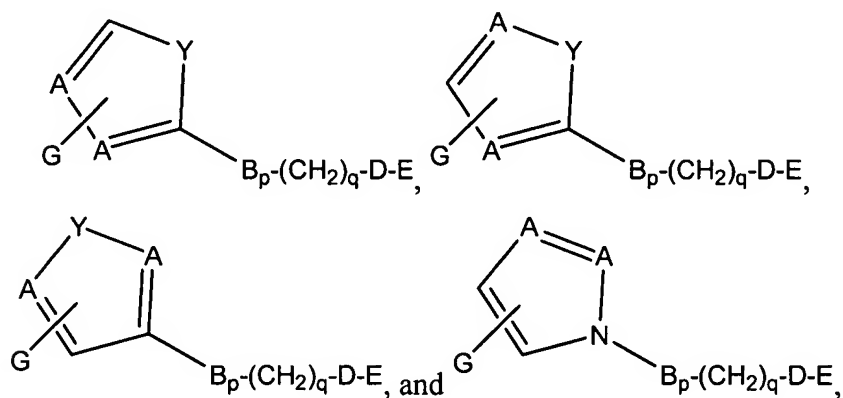


wherein

A, at each occurrence, independently is carbon or nitrogen, provided at least one A is carbon, and

p, q, B, D, E, and G are as defined in claim 1.

3. (Withdrawn). The compound according to claim 1, having the formula selected from the group consisting of:



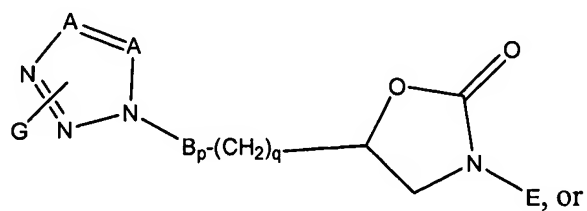
wherein

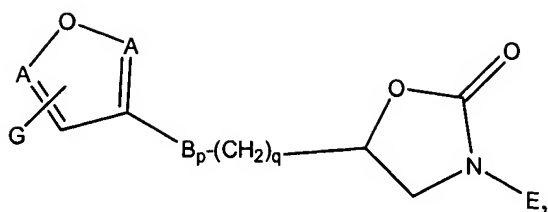
Y is oxygen or sulfur,

A, at each occurrence, independently is carbon or nitrogen, and

p, q, B, D, E, and G are as defined in claim 1

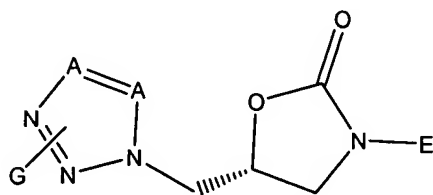
4. (Original) The compound according to claim 1, having the formula:





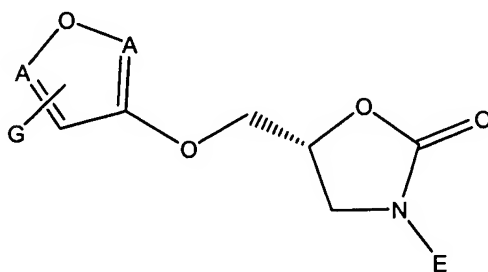
wherein p , q , A , B , E , and G are as defined in claim 1.

5. (Original) The compound according to claim 4, having the formula:



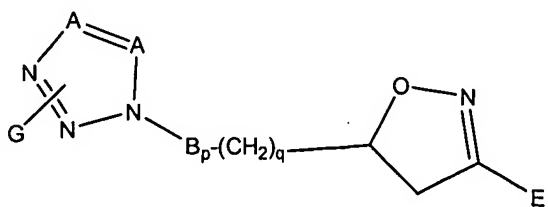
wherein A , E , and G are as defined in claim 1.

6. (Withdrawn) The compound according to claim 4, having the formula:

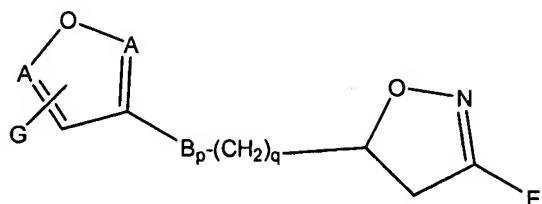


wherein A , E , and G are as defined in claim 1.

7. (Withdrawn) The compound according to claim 1, having the formula:

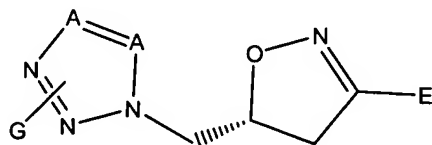


or



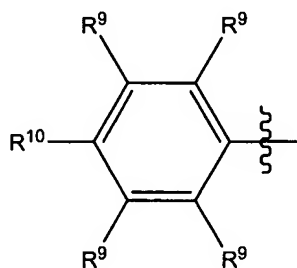
wherein p, q, A, E, and G are as defined in claim 1.

8. (Withdrawn) The compound according to claim 7, having the formula:



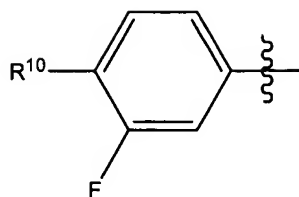
wherein A, E, and G are as defined in claim 1.

9. (Original) The compound according to claim 1, wherein E has the formula:



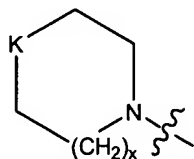
wherein R^9 and R^{10} , at each occurrence, are as defined in claim 1.

10. (Original) The compound according to claim 1, wherein E has the formula:



wherein R¹⁰ is as defined in claim 1.

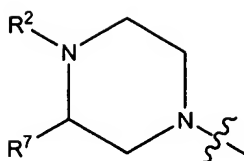
11. (Original) The compound according to claim 9, wherein R¹⁰ has the formula:



wherein

K is selected from the group consisting of O, NR², and S(O)_r, and
x is 0, 1, 2, or 3.

12. (Original) The compound according to claim 11, wherein K is oxygen.
13. (Currently amended.) The compound according to claim 11, wherein x is 1.
14. (Withdrawn) The compound according to claim 9, wherein R¹⁰ is -C(O)CH₃.
15. (Withdrawn) The compound according to claim 9, wherein R¹⁰ has the formula:

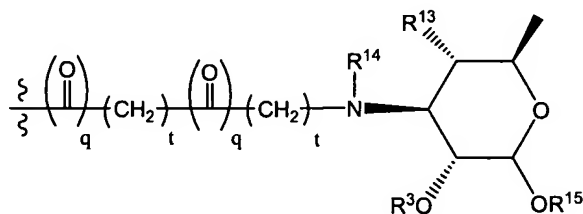


wherein R^2 and R^7 are as defined in claim 1.

16. (Withdrawn) The compound according to claim 15, wherein R^2 is –
 $C(O)-CH_2-OH$.

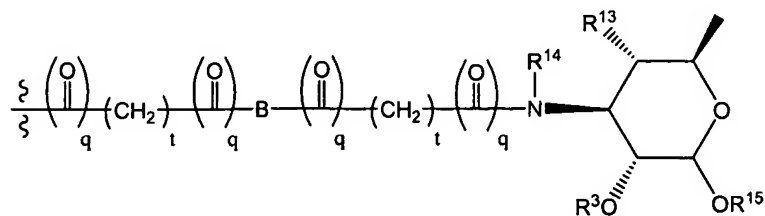
17. (Withdrawn) The compound according to claim 15, wherein R^7 is hydrogen.

18. (Original) The compound according to claim 1, wherein G has the formula:



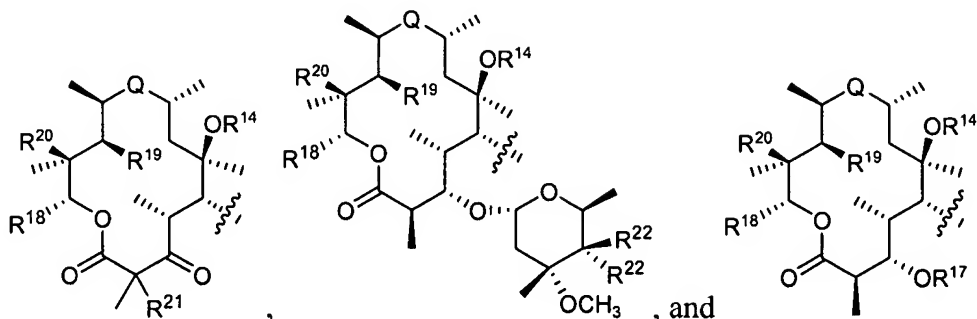
and R^{15} is a macrolide.

19. (Original) The compound according to claim 1, wherein G has the formula:



and R^{15} is a macrolide.

20. (Original) The compound according to claim 1, wherein R^{15} is selected from the group consisting of:



and pharmaceutically acceptable salts, esters and prodrugs thereof, wherein

R^{17} is selected from the group consisting of:

hydrogen, hydroxy protecting group, R^3 , and $-V-W-R^{13}$,

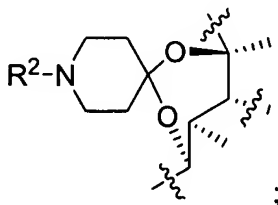
wherein

V is $-C(O)$, $-C(O)O-$, $-C(O)NR^2-$, or absent, and

W is C_{1-6} alkyl, or absent;

alternatively R^{17} and R^{14} , taken together with the atoms to which they are bonded,

form:



Q is selected from the group consisting of:

$-NR^2CH_2-$, $-CH_2-NR^2-$, $-C(O)-$, $-C(=NR^2)-$, $-C(=NOR^3)-$, $-C(=N-NR^2R^2)-$, $-CH(OR^3)-$, and $-CH(NR^2R^2)-$;

R^{18} is selected from the group consisting of:

i) C_{1-6} alkyl, ii) C_{2-6} alkenyl, and iii) C_{2-6} alkynyl;

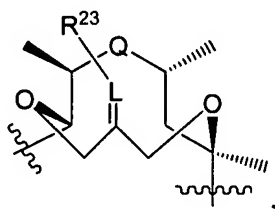
wherein any of i) – iii) optionally is substituted with one or more moieties selected from the group consisting of $-OR^3$, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R^{19} is selected from the group consisting of:

a) $-OR^{17}$, b) C_{1-6} alkyl, c) C_{2-6} alkenyl, d) C_{2-6} alkynyl, e) $-NR^2R^2$, f) $-C(O)R^3$, g) $-C(O)-C_{1-6}$ alkyl- R^{13} , h) $-C(O)-C_{2-6}$ alkenyl- R^{13} , and i) $-C(O)-C_{2-6}$ alkynyl- R^{13} ,

wherein any of b) - d) optionally is substituted with one or more R^{13} groups;

alternatively, R^{14} and R^{19} , taken together with the atoms to which they are bonded, form:



wherein

L is CH or N, and

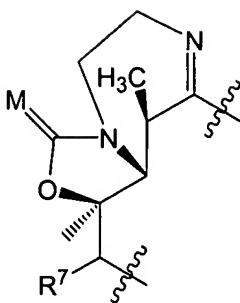
R^{23} is $-OR^3$, or R^3 ;

R^{20} is $-OR^{17}$;

alternatively, R^{19} and R^{20} , taken together with the atoms to which they are bonded, form a 5-membered ring by attachment to each other through a linker selected from the group consisting of:

$-OC(R^2)(R^2)O-$, $-OC(O)O-$, $-OC(O)NR^2-$, $-NR^2C(O)O-$, $-OC(O)NOR^3-$,
 $-N(OR^3)C(O)O-$, $-OC(O)N-NR^2R^2-$, $-N(NR^2R^2)C(O)O-$, $-OC(O)CHR^2-$,
 $-CHR^2C(O)O-$, $-OC(S)O-$, $-OC(S)NR^2-$, $-NR^2C(S)O-$, $-OC(S)NOR^3-$,
 $-N(OR^3)C(S)O-$, $-OC(S)N-NR^2R^2-$, $-N(NR^2R^2)C(S)O-$, $-OC(S)CHR^2-$, and
 $-CHR^2C(S)O-$;

alternatively, Q, R^{19} , and R^{20} , taken together with the atoms to which they are bonded, form:



wherein

M is O or NR²;

R²¹ is selected from the group consisting of:

hydrogen, F, Cl, Br, and C₁₋₆ alkyl;

R²², at each occurrence, independently is selected from the group consisting of:

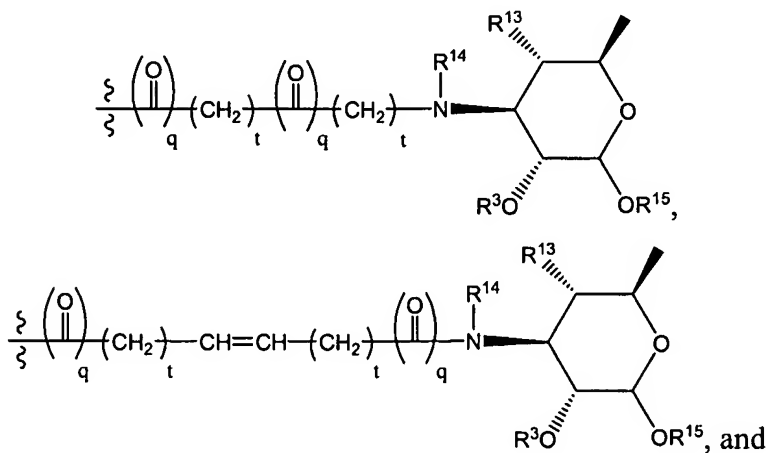
hydrogen, -OR³, -O-hydroxy protecting group, -O-C₁₋₆ alkyl-J-R¹³,

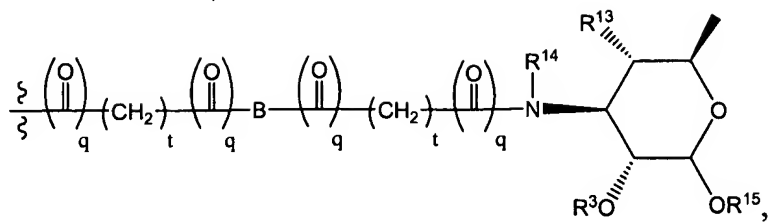
-O-C₂₋₆ alkenyl-J-R¹³, -O-C₁₋₆ alkynyl-J-R¹³, and -NR²R²;

alternatively, two R²² groups taken together are =O, =N-OR³, or =N-NR²R²; and

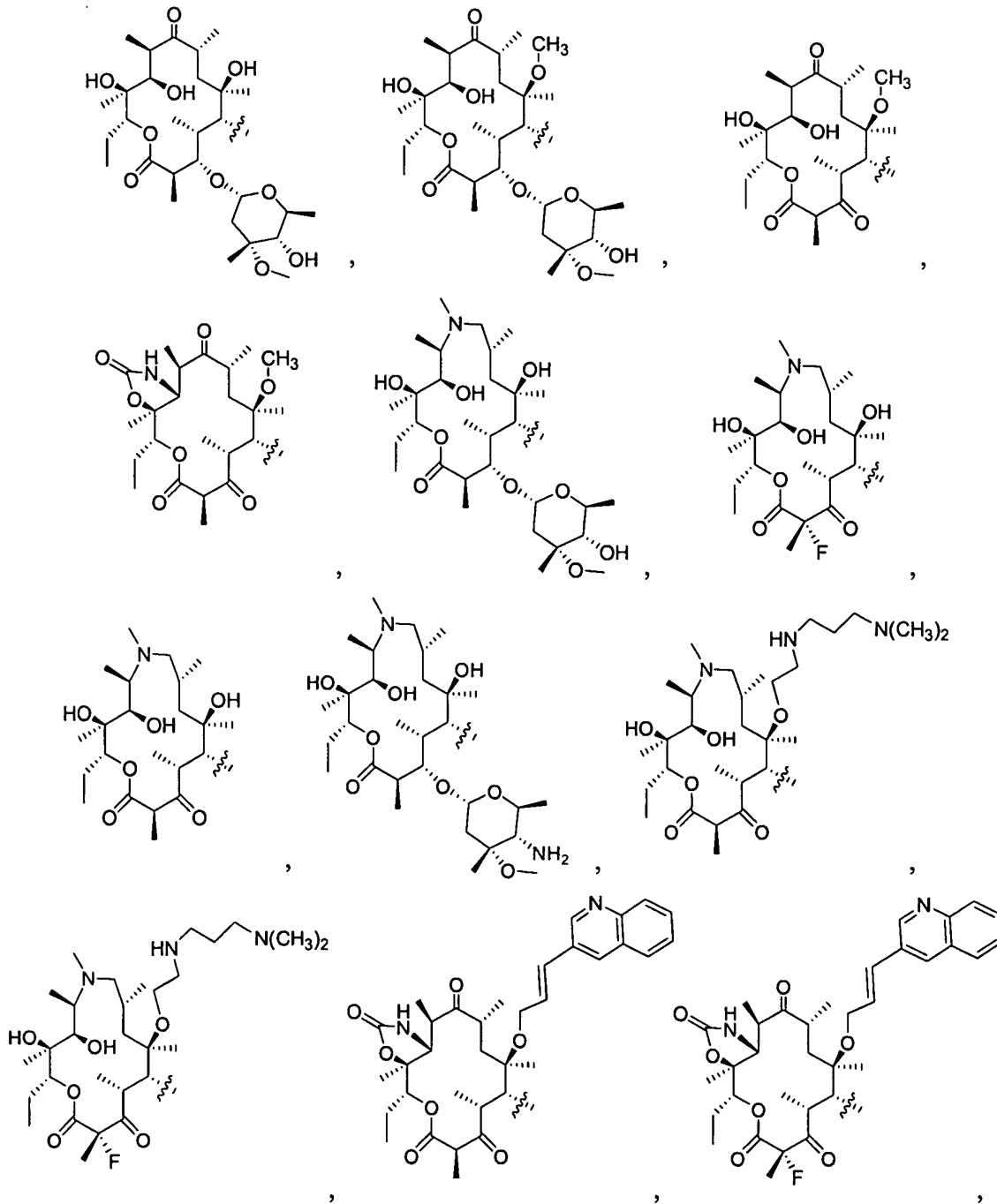
R², R³, R¹³, R¹⁴, and J are as described in claim 1.

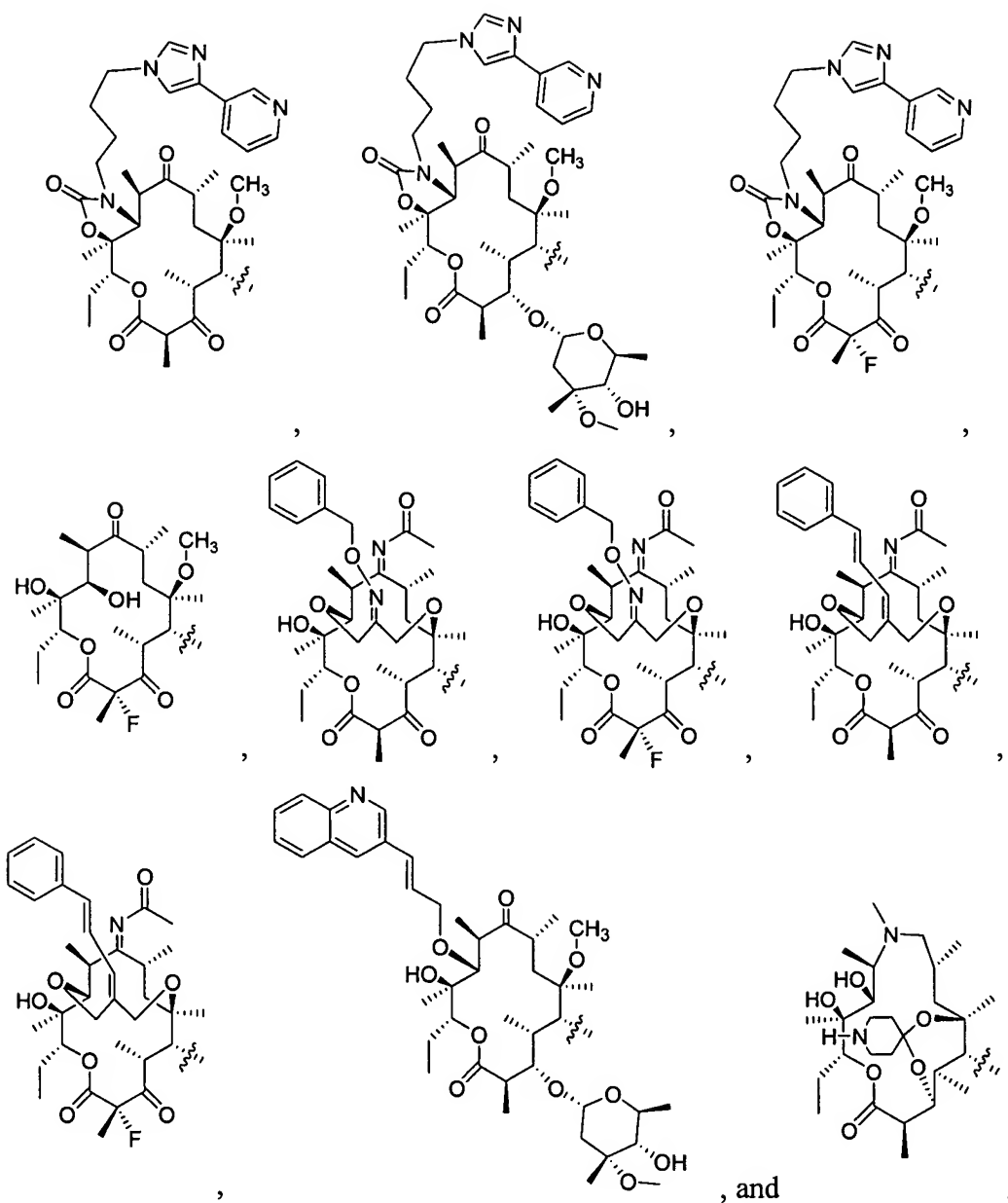
21. (Original) The compound according to claim 1, wherein G has the formula selected from the group consisting of:



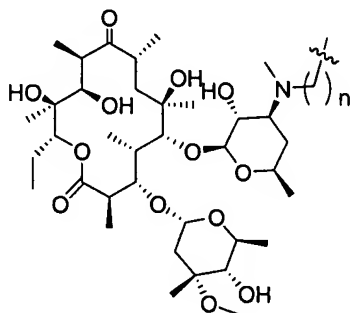


and R¹⁵ has the formula selected from the group consisting of:



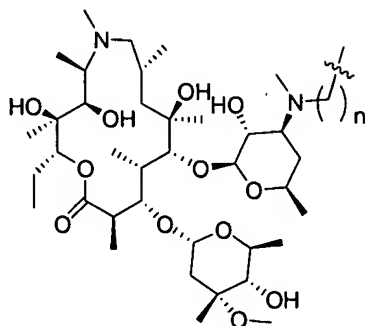


22. (Original) The compound according to claim 1, wherein G has the formula:



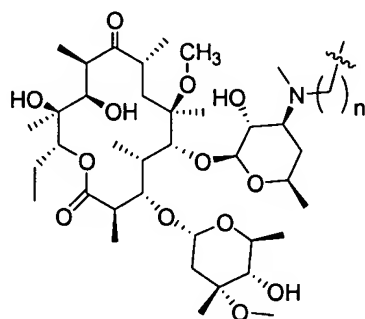
wherein $n = 1, 2, 3,$ or 4 .

23. (Withdrawn) The compound according to claim 1, wherein G has the formula:



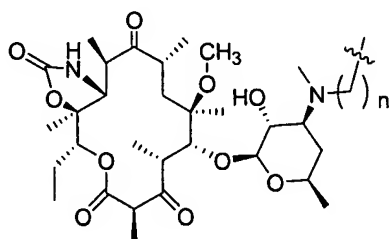
wherein $n = 1, 2, 3,$ or 4 .

24. (Original) The compound according to claim 1, wherein G has the formula:



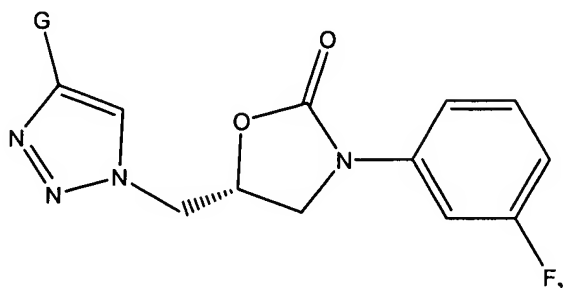
wherein $n = 1, 2, 3,$ or 4 .

25. (Withdrawn) The compound according to claim 1, wherein G has the formula:



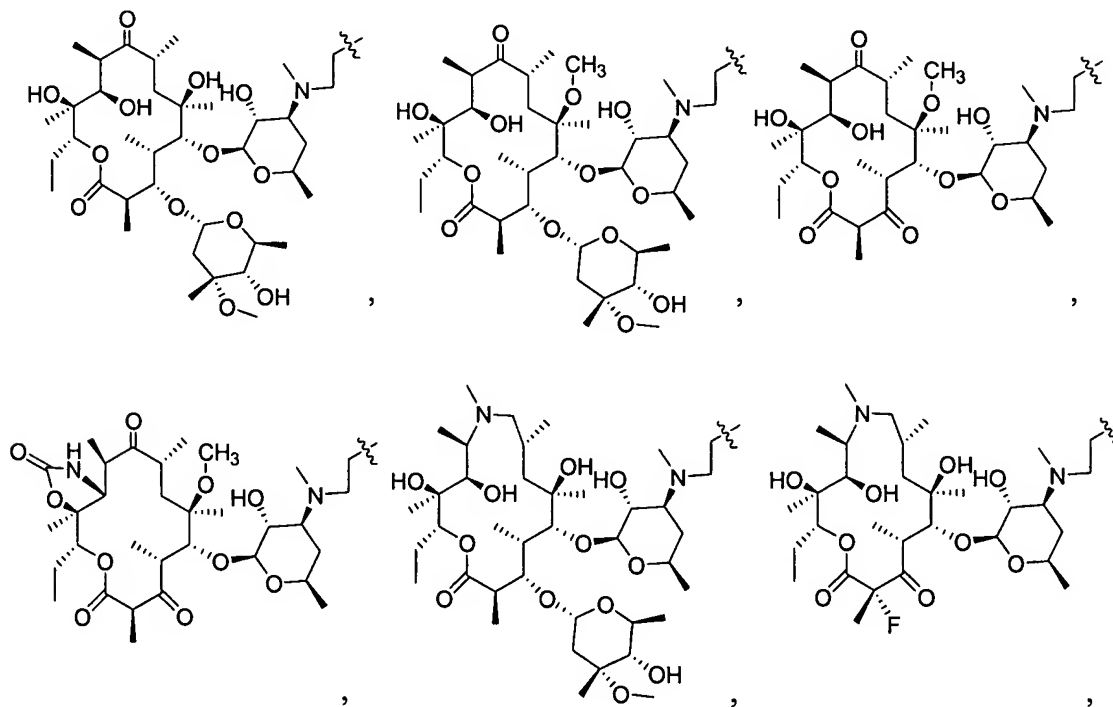
wherein $n = 1, 2, 3,$ or 4 .

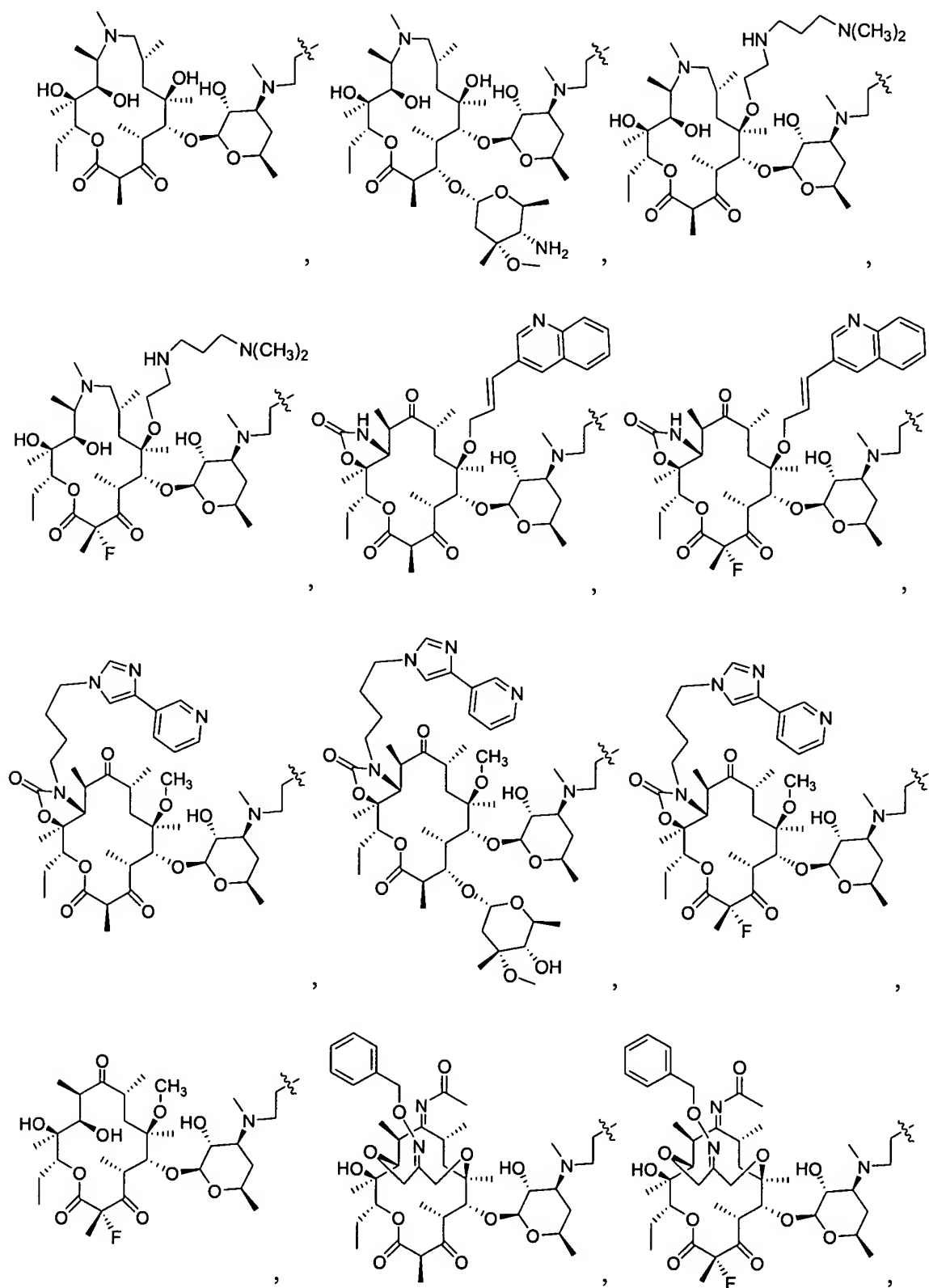
26. (Withdrawn) The compound according to claim 1, having the formula:

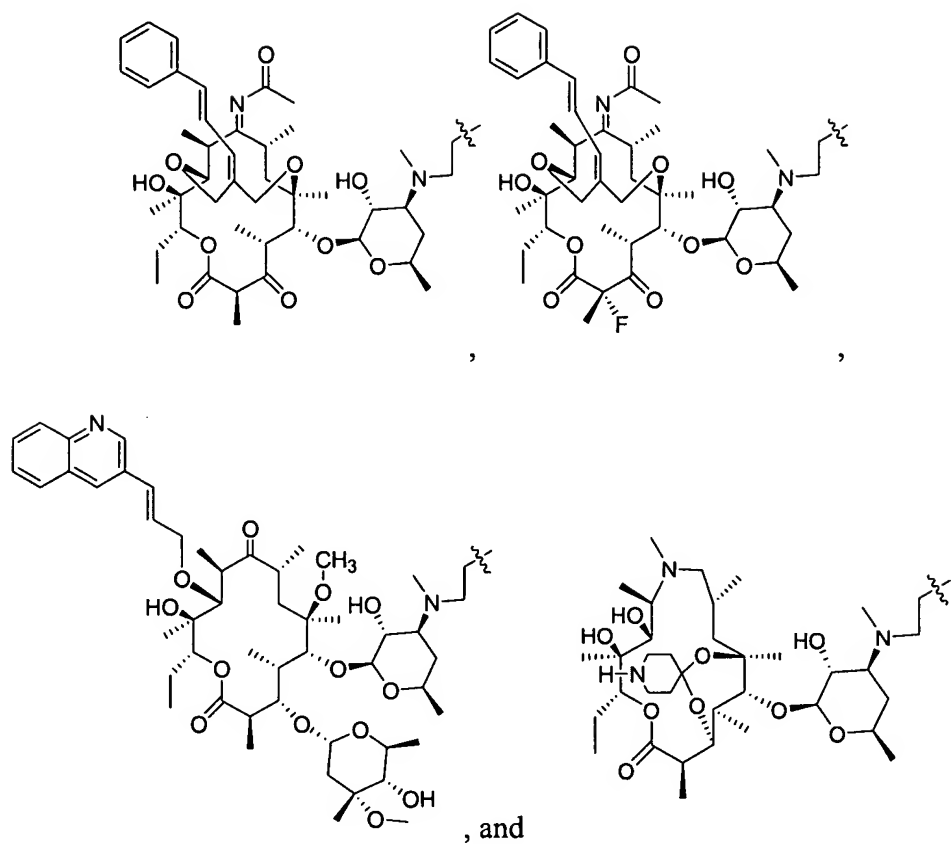


wherein G is as described in claim 1.

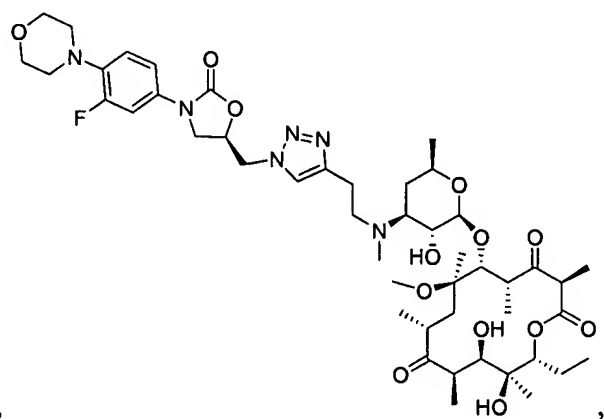
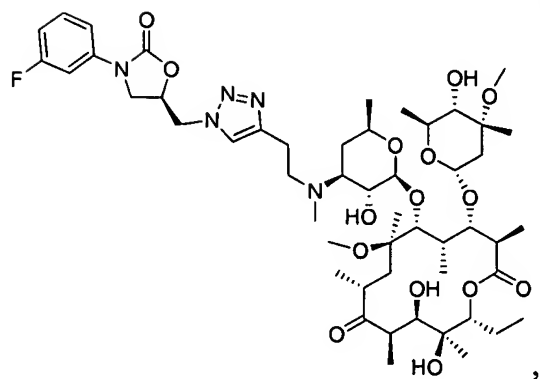
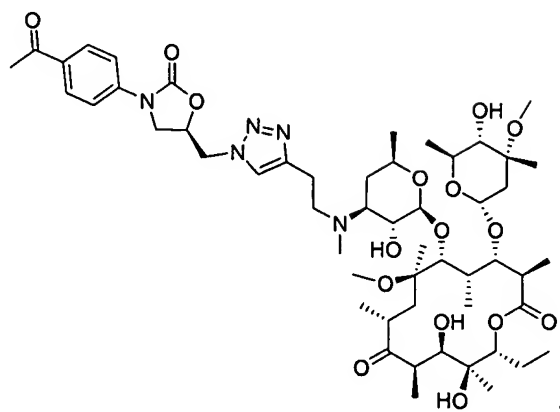
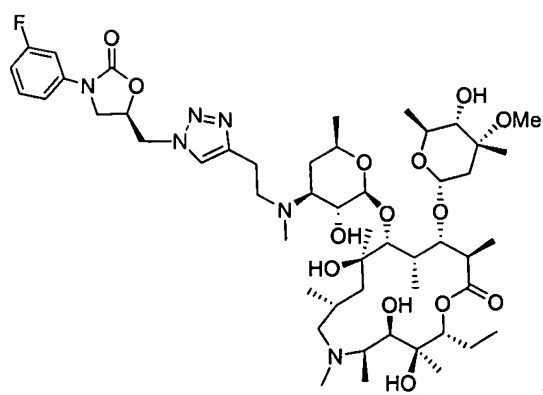
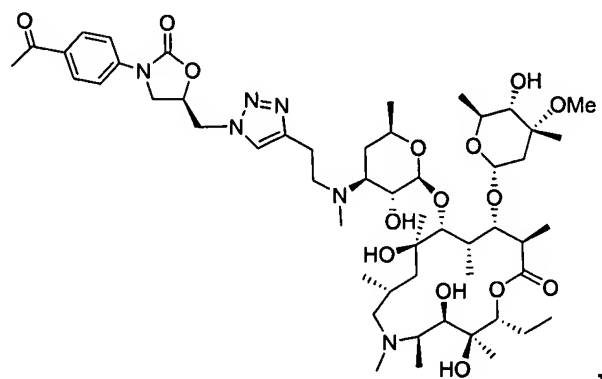
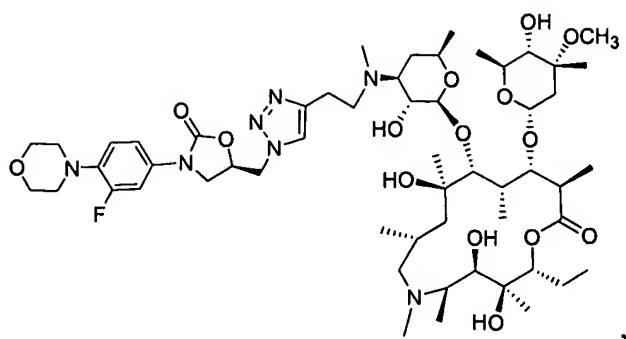
27. (Original) The compound according to claim 26, wherein G has the formula selected from the group consisting of:

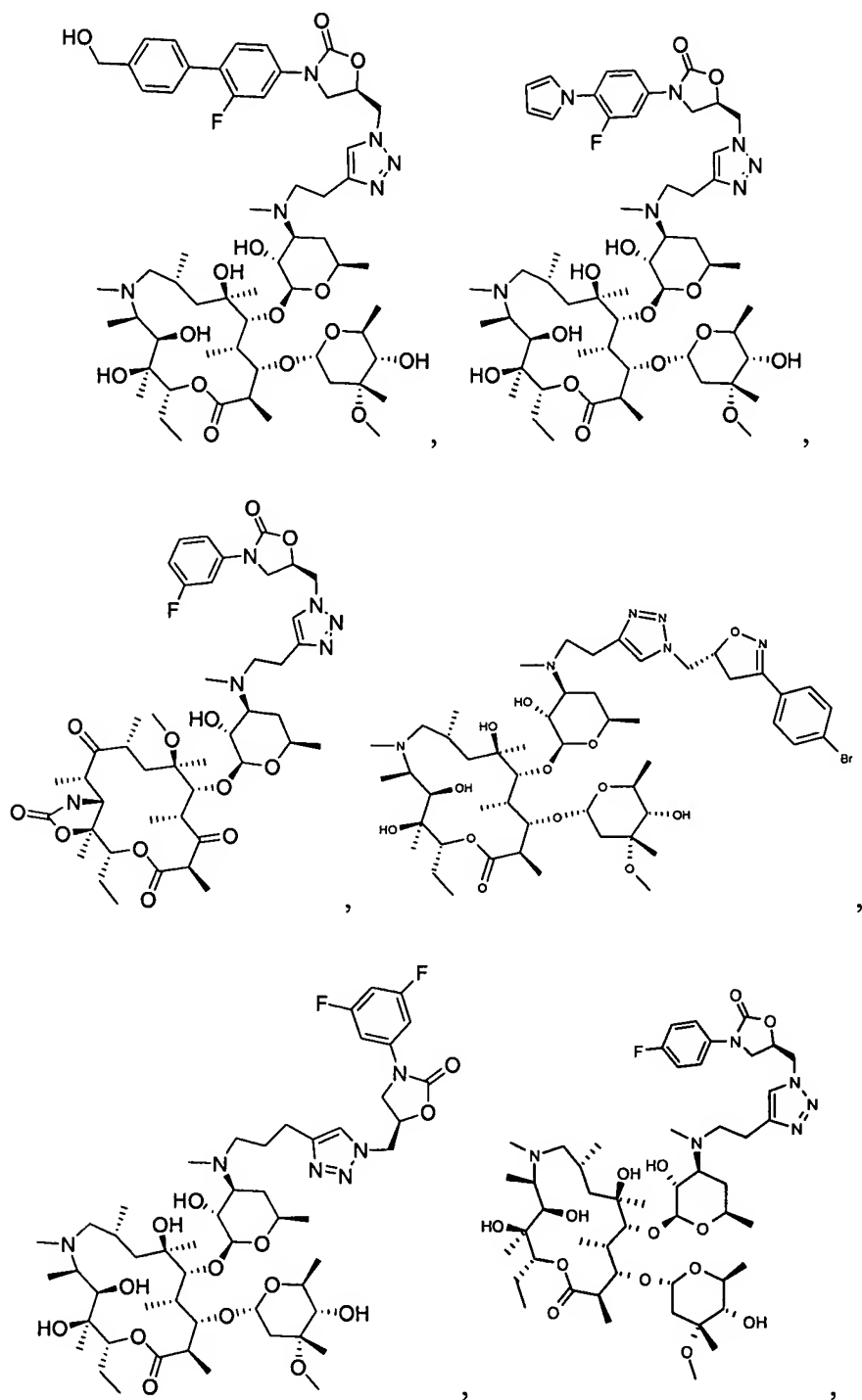


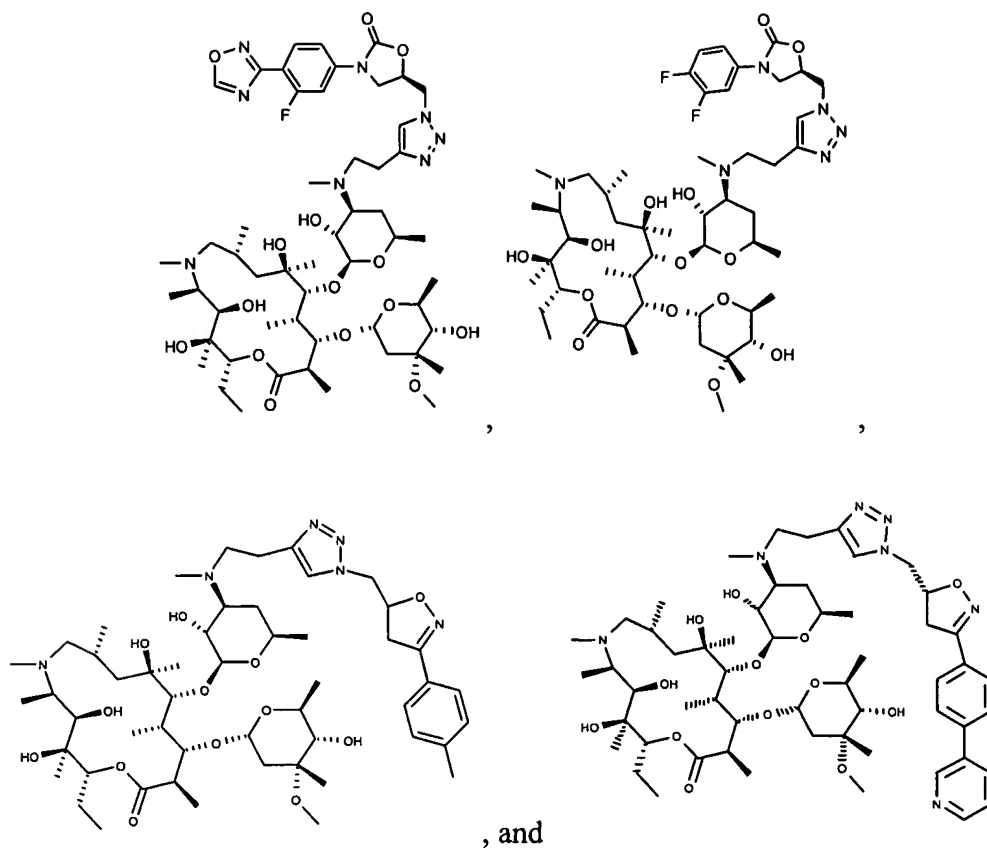




28. (Withdrawn) A compound having the formula selected from the group consisting of:







or a pharmaceutically acceptable salt, ester, or prodrug thereof.

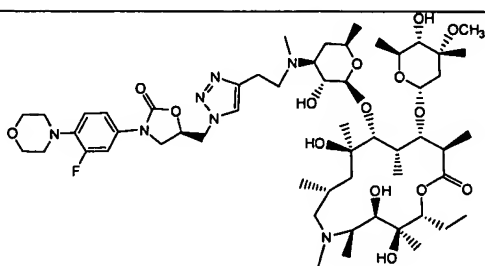
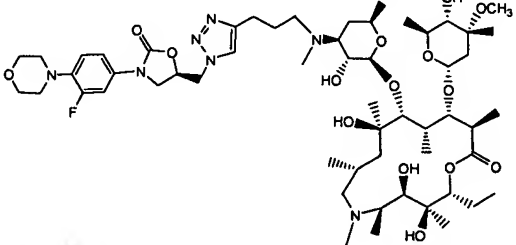
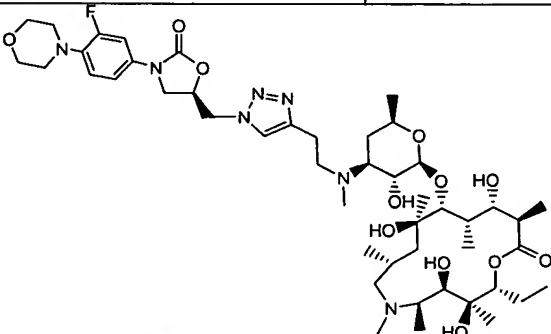
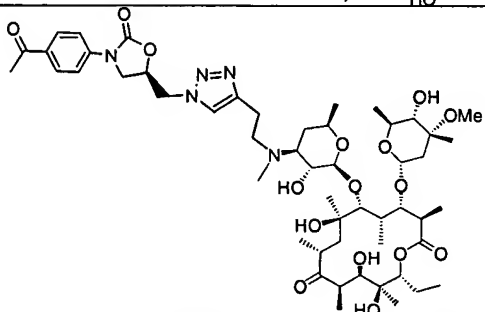
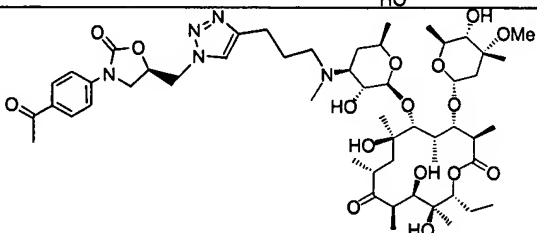
29. (Cancelled)

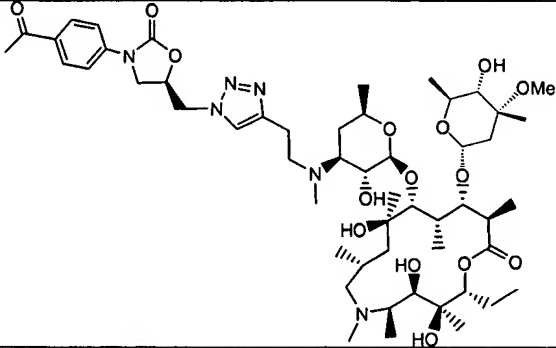
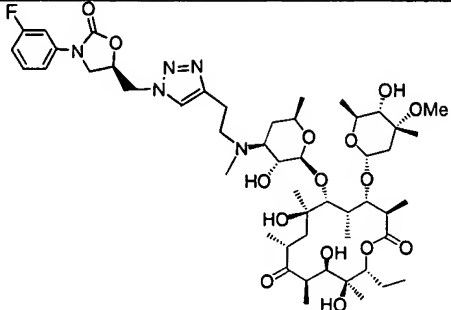
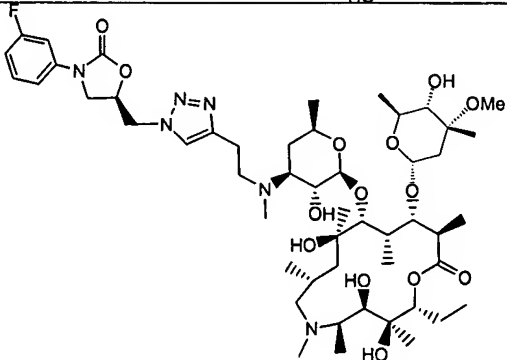
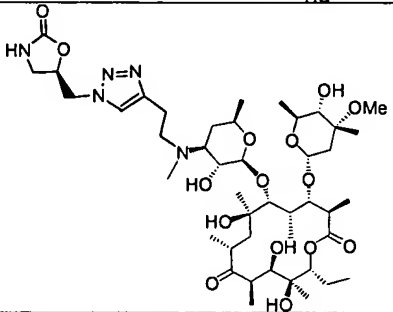
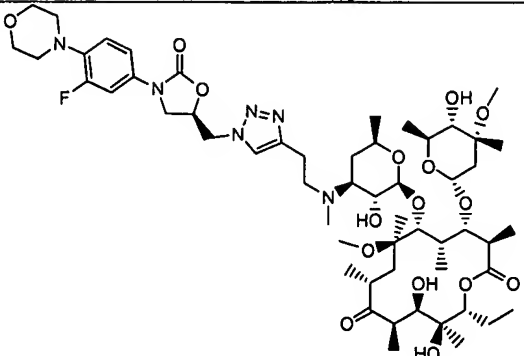
30. (Currently Amended) A compound having the structure corresponding to any of the structures listed below: ~~in Table 2,~~

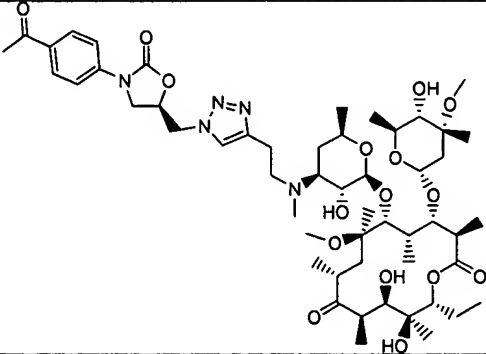
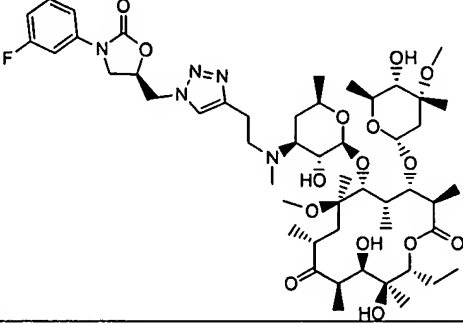
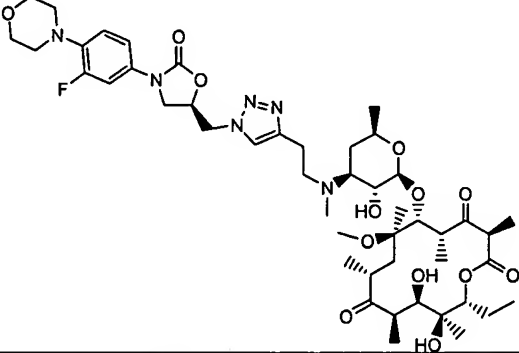
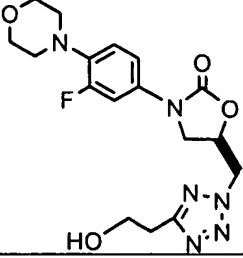
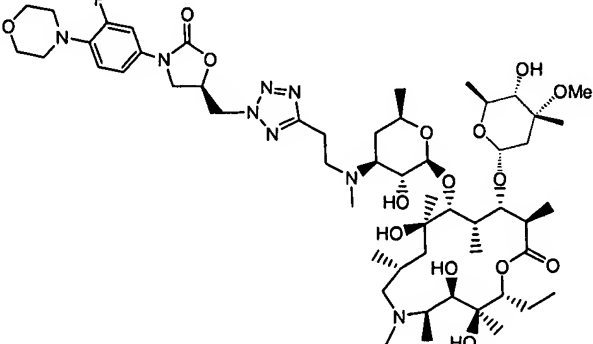
TABLE 2

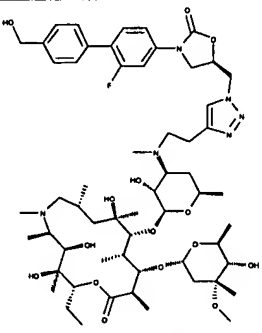
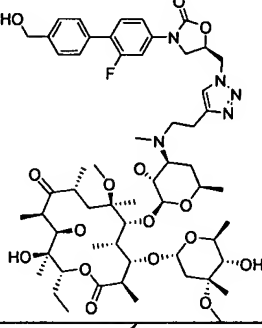
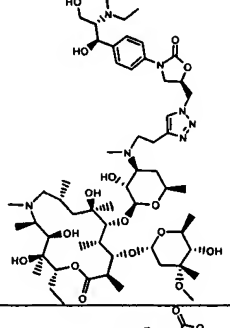
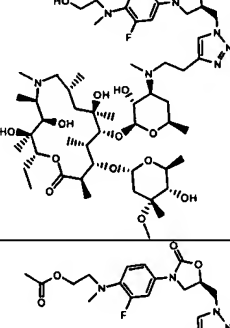
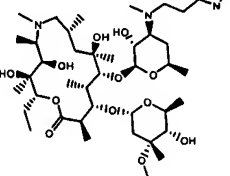
Compound Number	Structure
142	

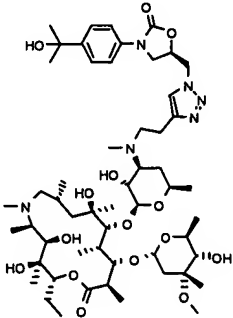
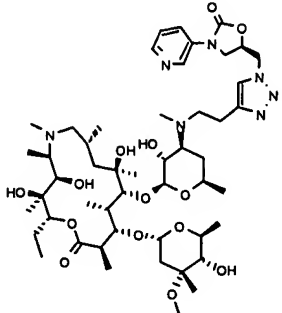
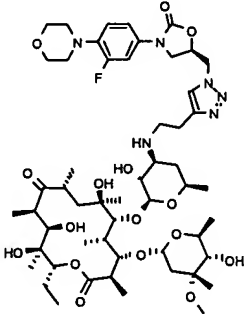
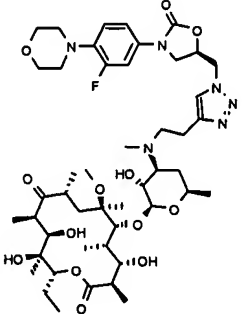
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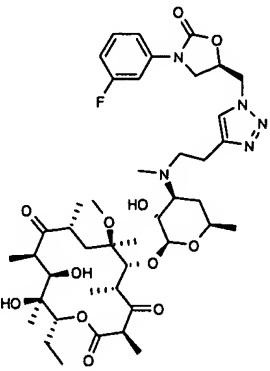
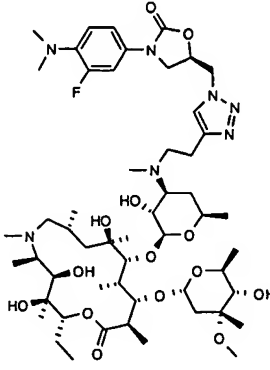
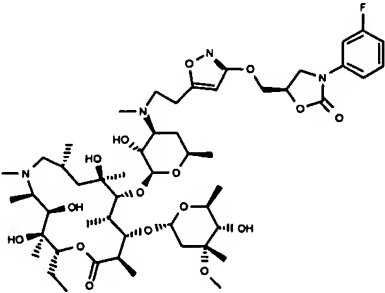
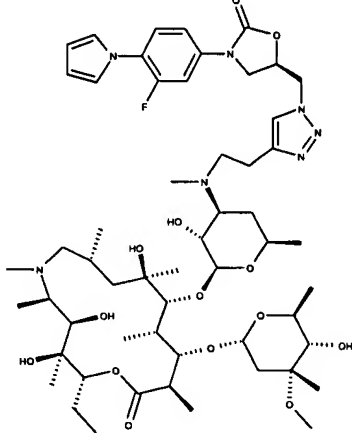
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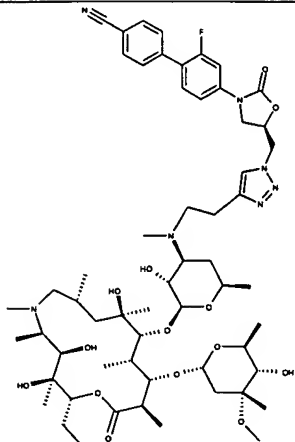
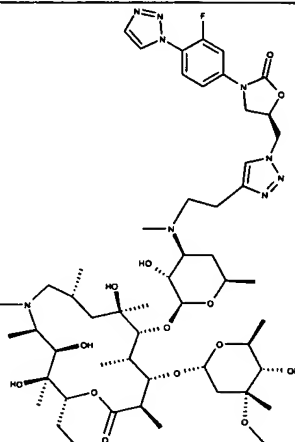
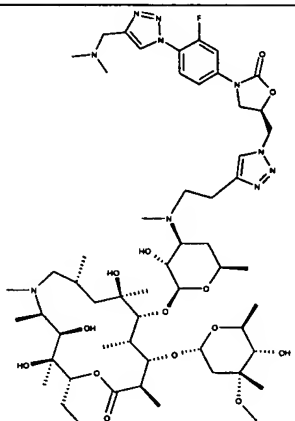
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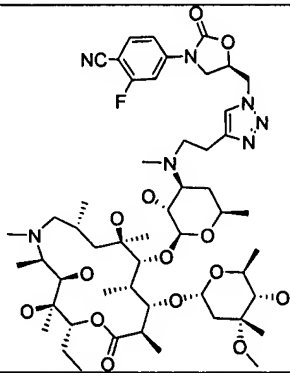
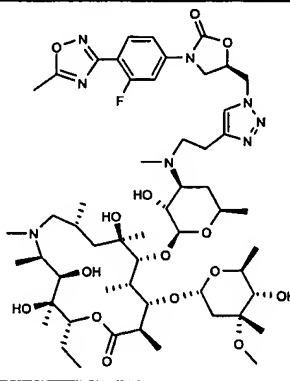
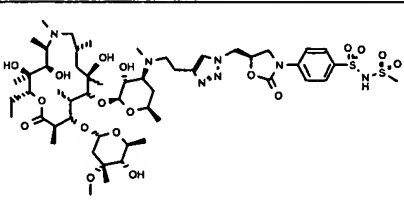
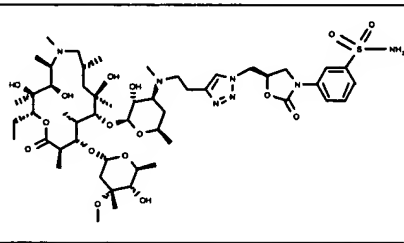
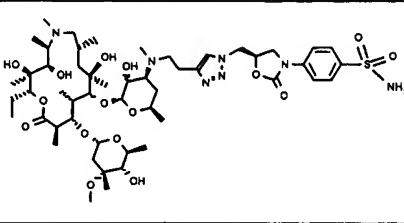
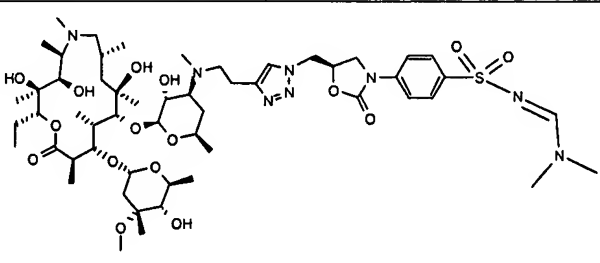
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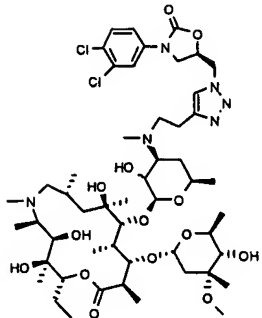
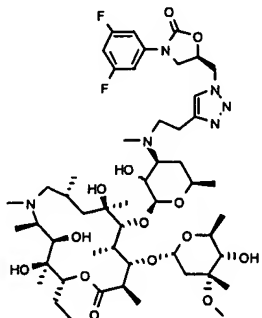
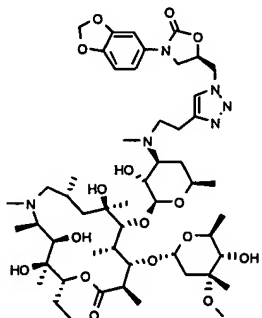
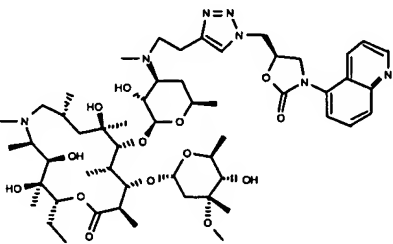
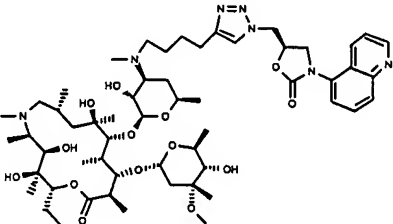
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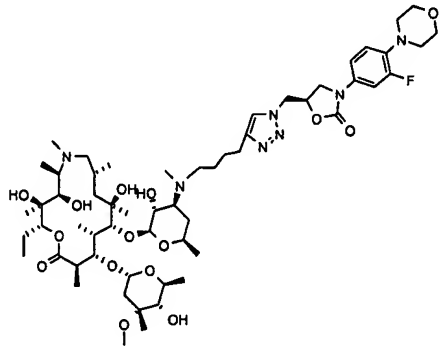
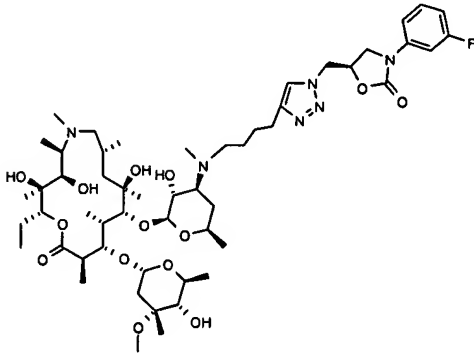
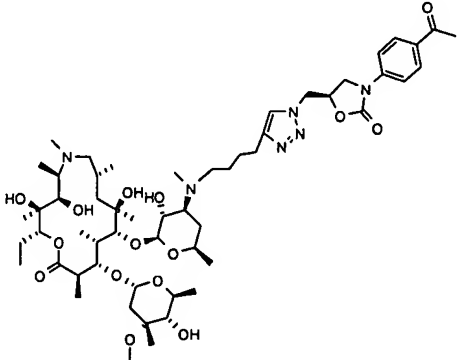
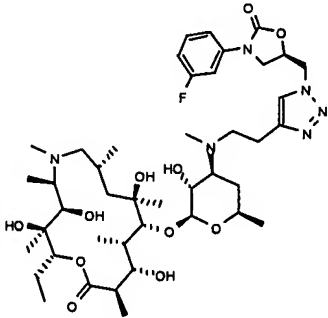
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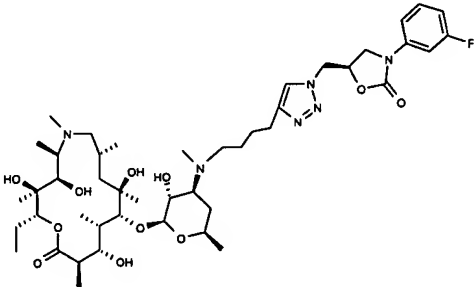
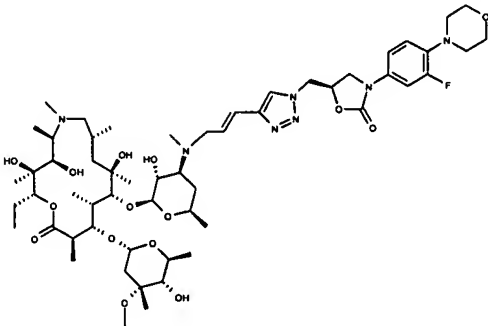
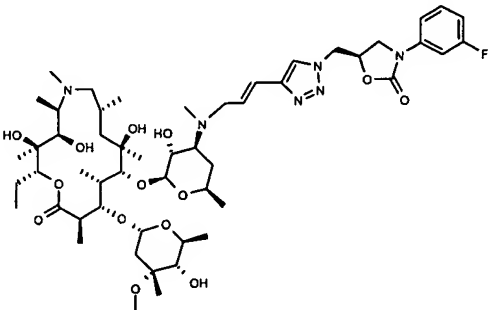
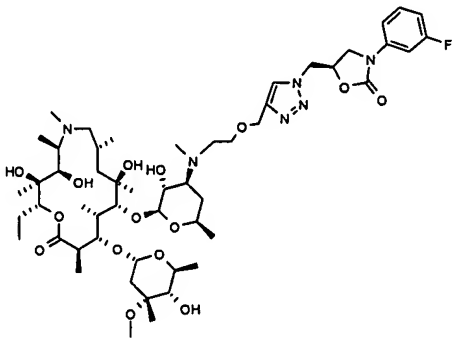
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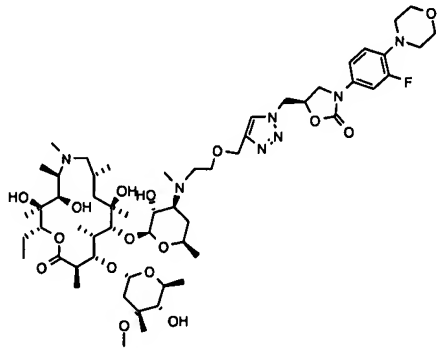
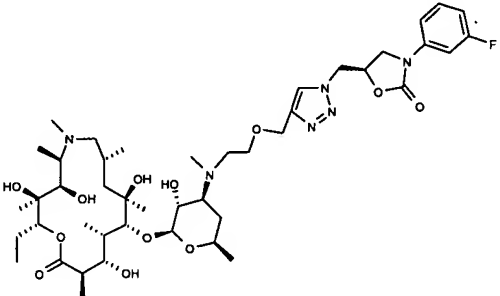
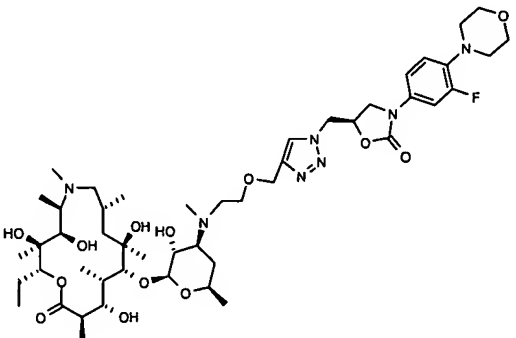
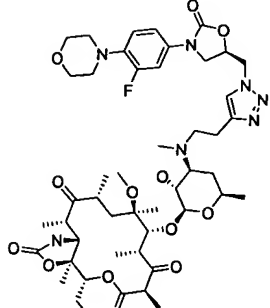
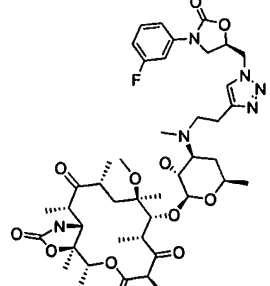
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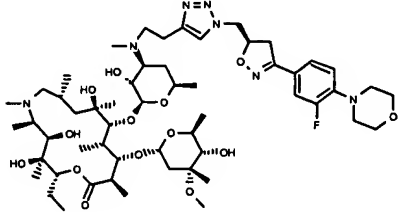
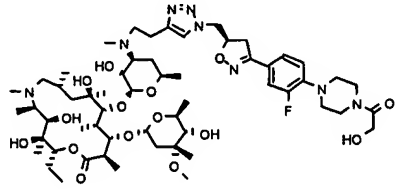
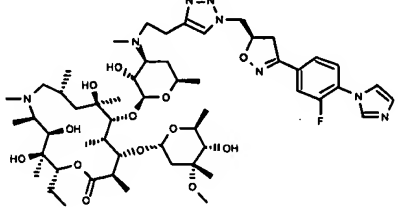
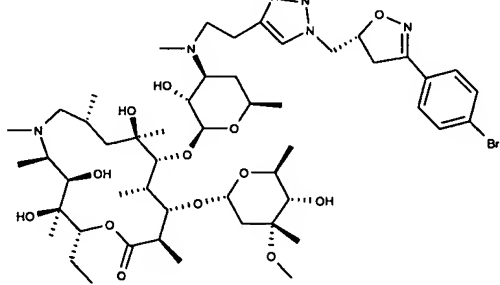
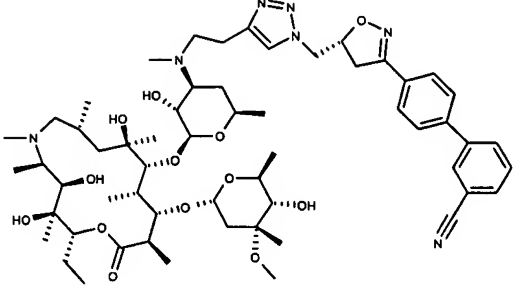
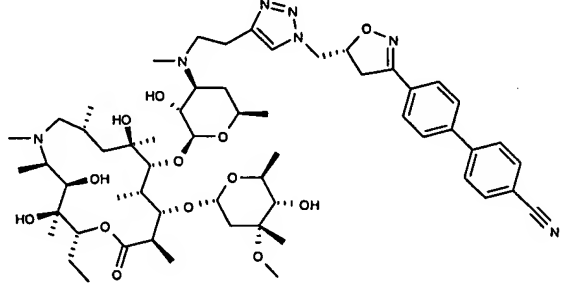
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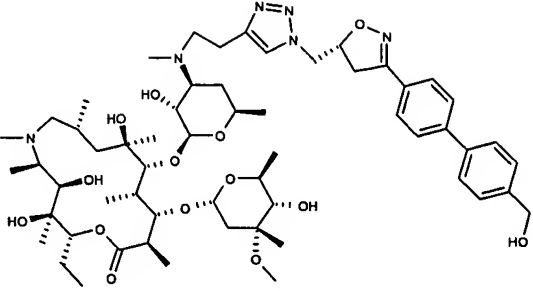
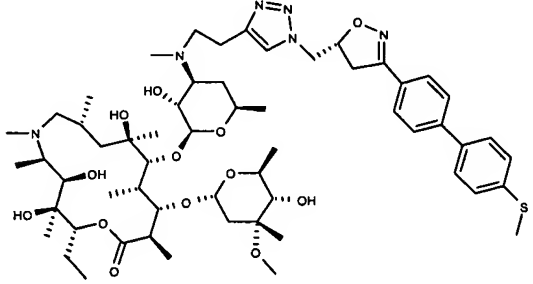
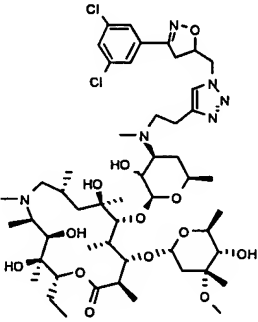
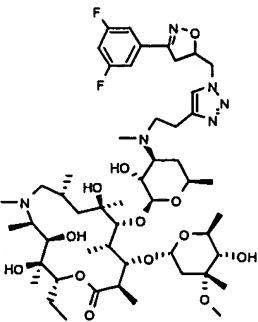
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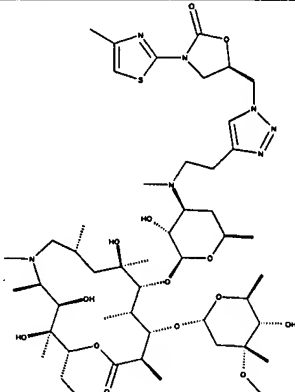
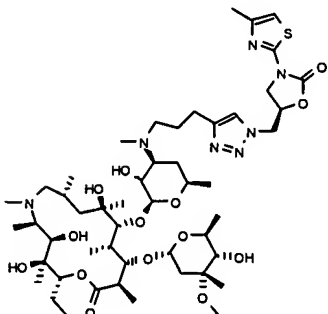
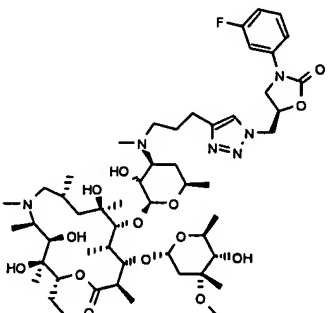
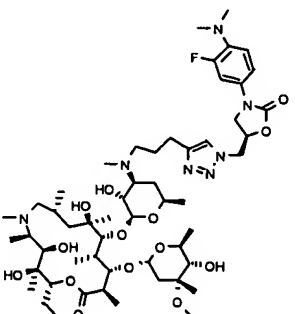
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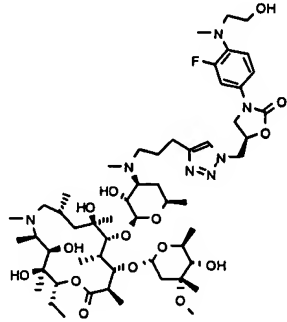
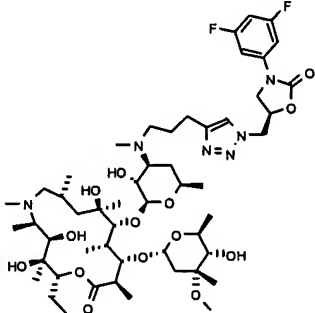
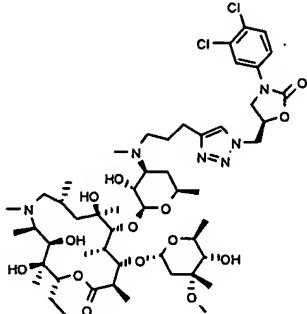
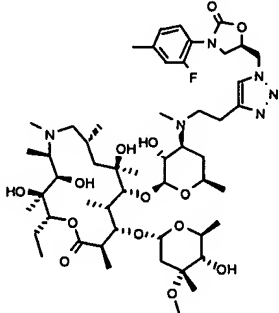
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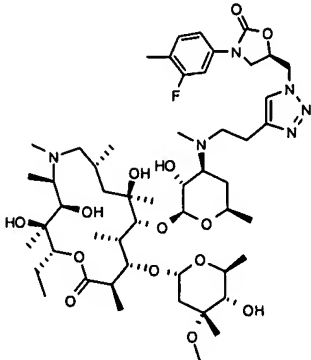
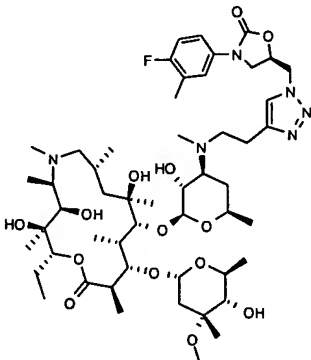
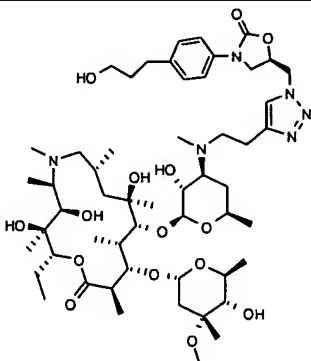
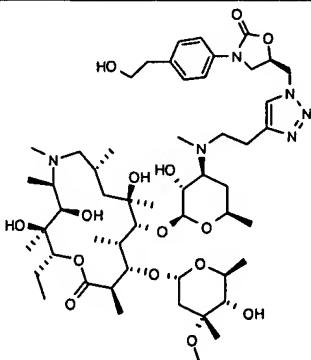
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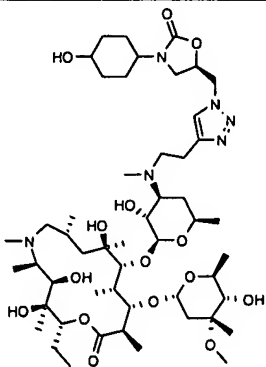
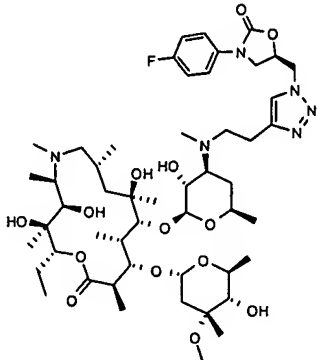
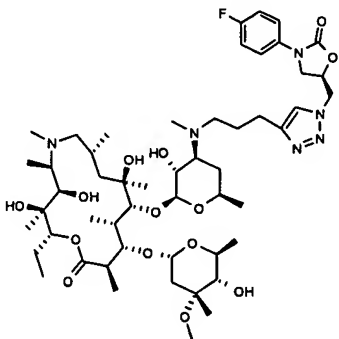
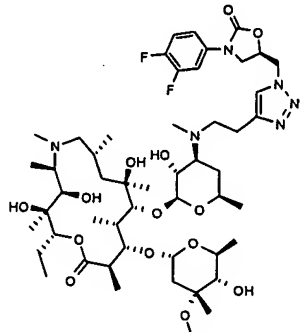
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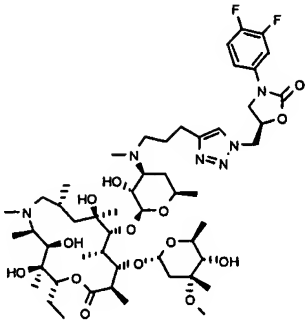
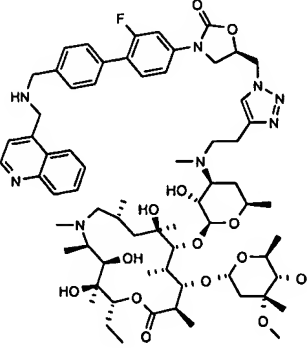
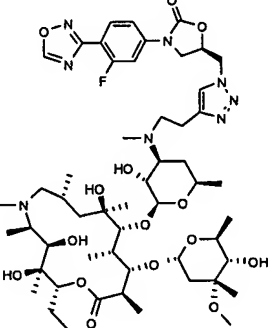
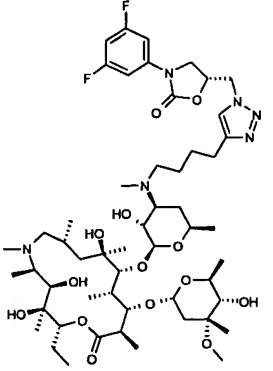
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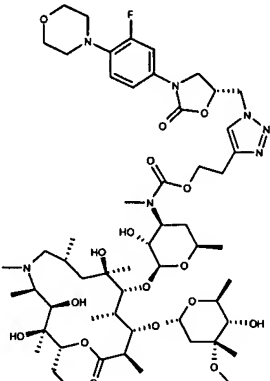
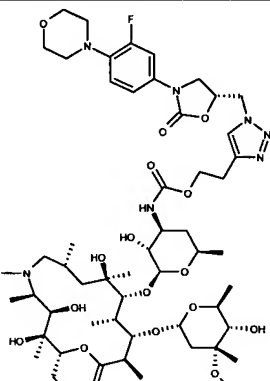
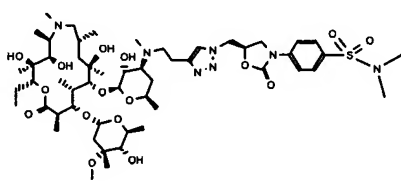
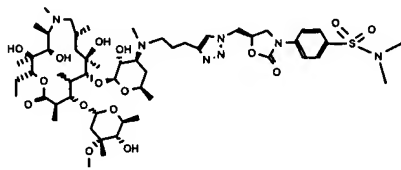
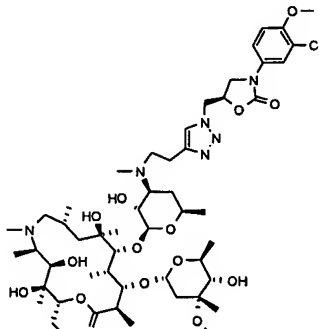
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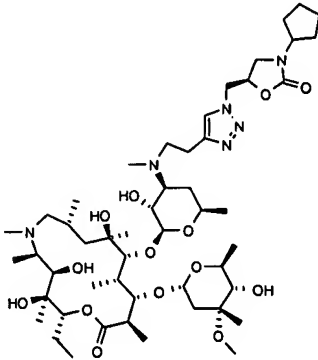
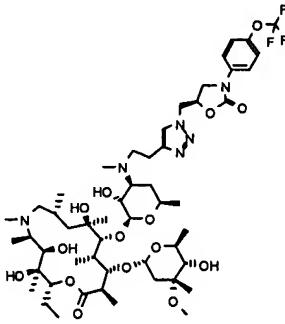
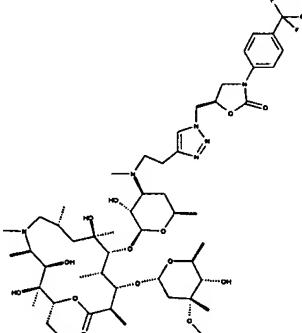
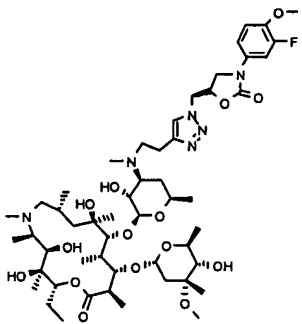
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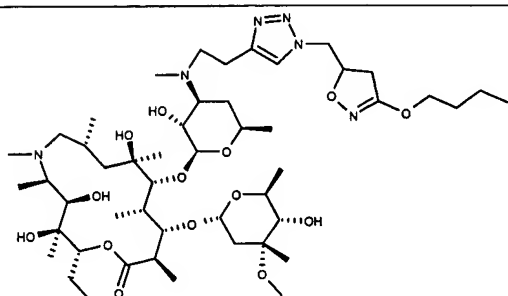
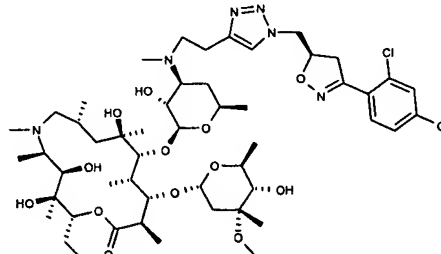
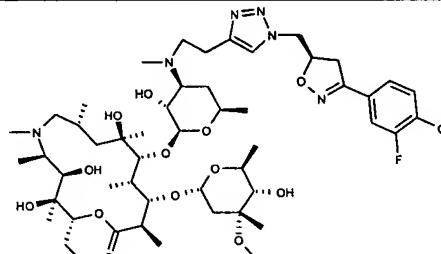
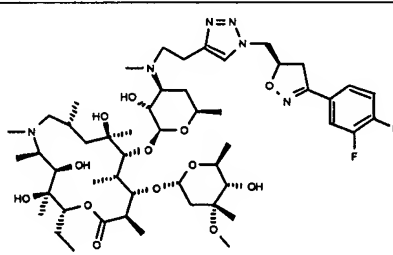
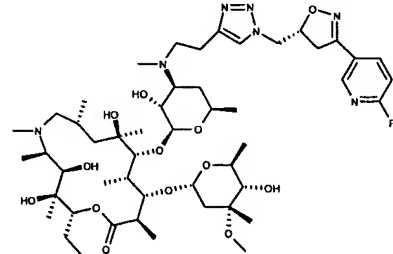
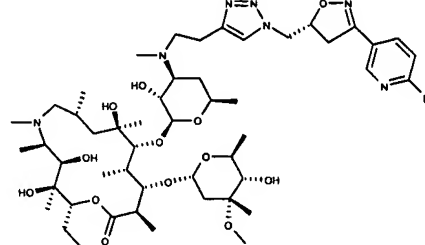
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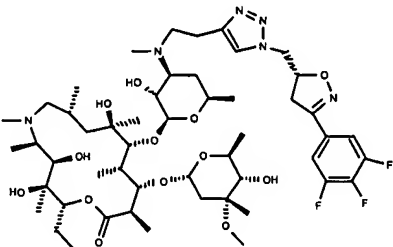
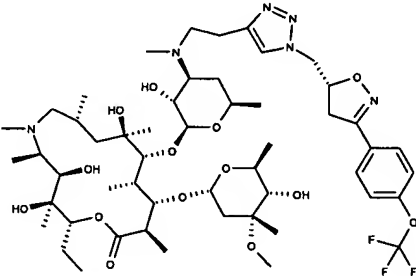
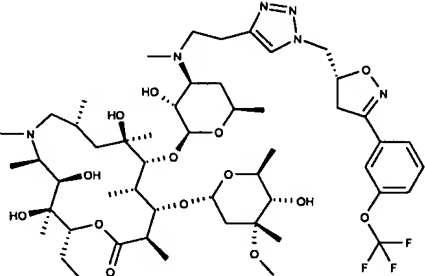
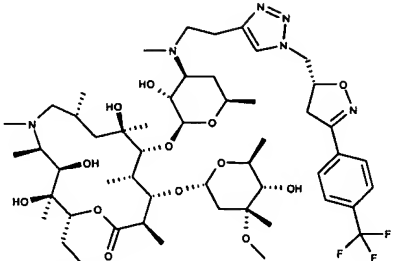
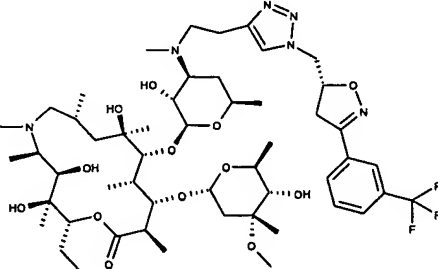
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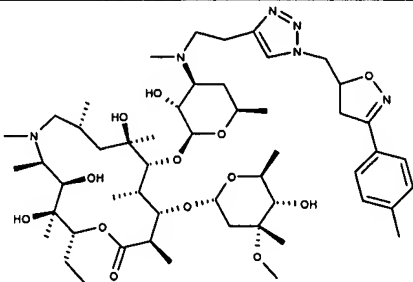
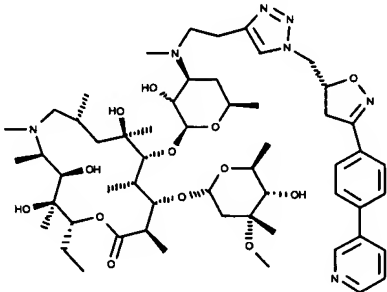
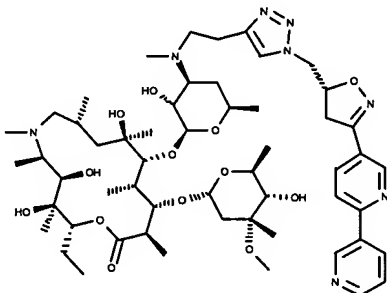
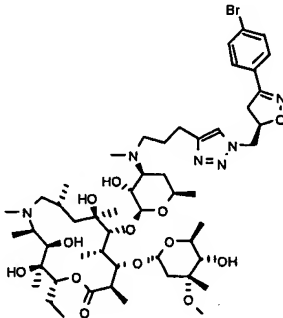
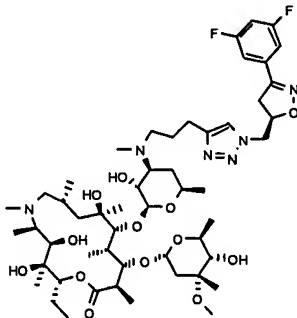
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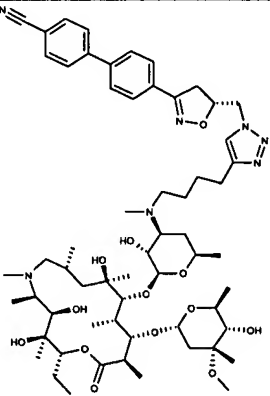
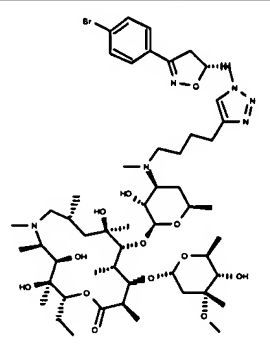
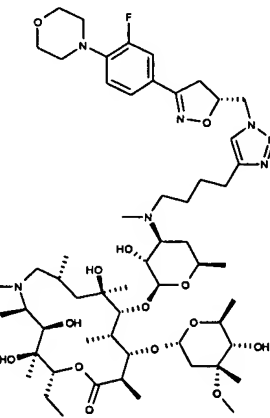
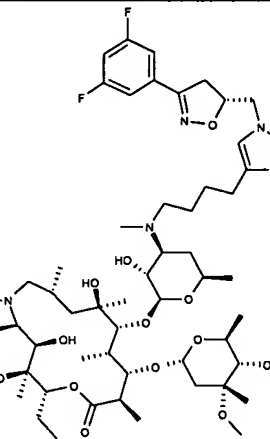
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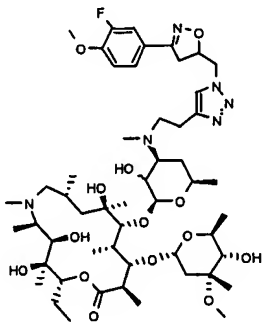
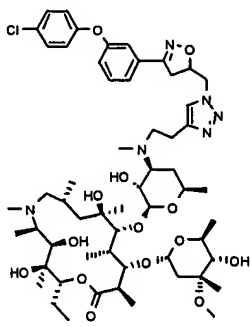
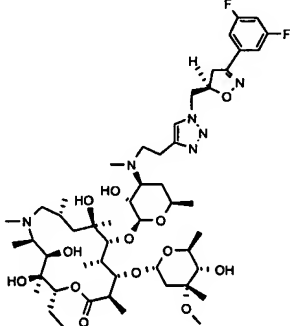
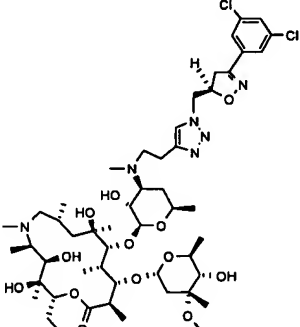
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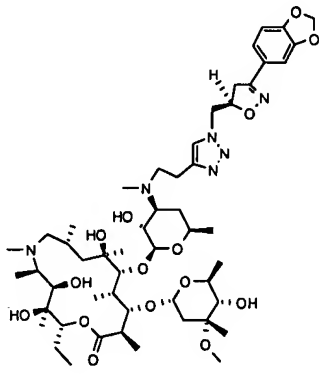
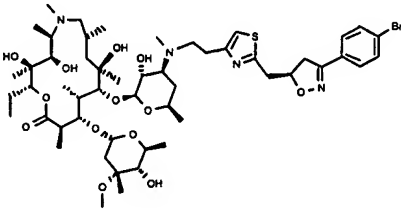
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or a pharmaceutically acceptable salt, ester, or prodrug thereof.

31. (Previously presented) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.
32. (Withdrawn) A method of treating a microbial infection in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.
33. (Withdrawn) A method of treating a fungal infection in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.
34. (Withdrawn) A method of treating a parasitic disease in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.

35. (Withdrawn) A method of treating a proliferative disease in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.

36. (Withdrawn) A method of treating a viral infection in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.

37. (Withdrawn) A method of treating an inflammatory disease in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.

38. (Withdrawn) A method of treating a gastrointestinal motility disorder in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1.

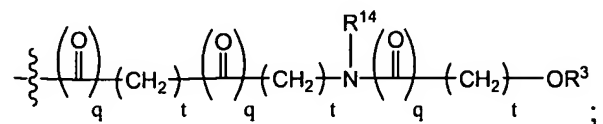
39. (Withdrawn) The method according to any one of claims 32-38 wherein the compound is administered orally, parentally, or topically.

40. (Withdrawn) A method of synthesizing a compound according to claim 1.

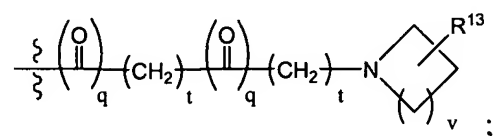
41. (Withdrawn) A medical device containing a compound according to claim 1.

42. (Withdrawn) The medical device according to claim 41, wherein the device is a stent.
43. (New) A pharmaceutical composition comprising a compound according to claim 30 and a pharmaceutically acceptable carrier.
44. (New) The compound according to claim 1, wherein G is selected from the group consisting of:

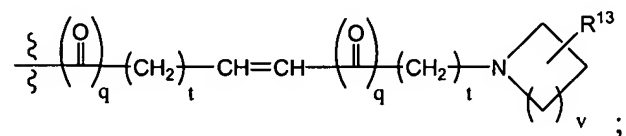
a)



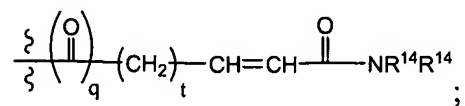
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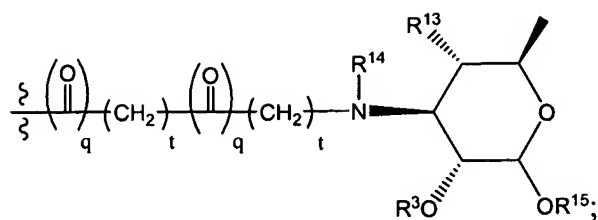
c)



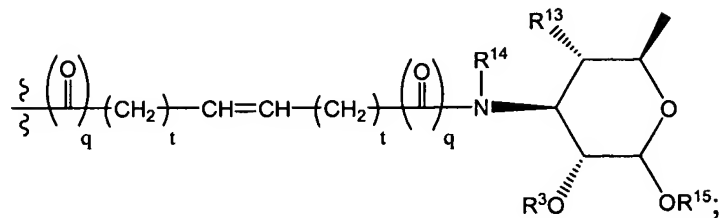
d)



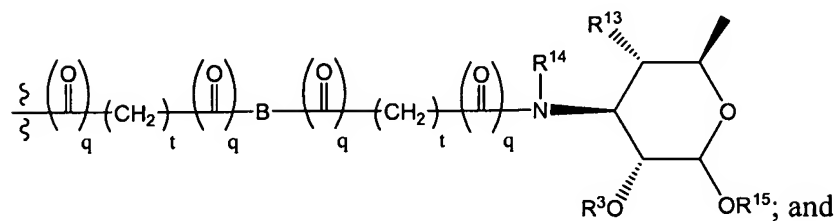
e)



f)

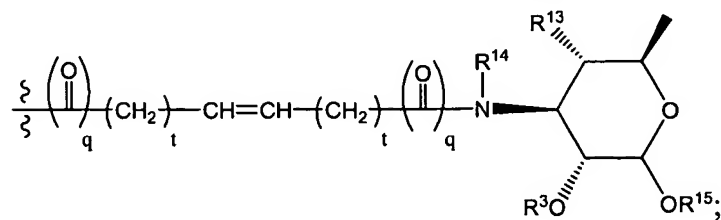


g)



h) $-(\text{CH}_2)_t-\text{NR}^2-(\text{CH}_2)_t-\text{C}(\text{R}^3)(\text{R}^3)\text{OR}^3$.

45. (New) The compound according to claim 1, wherein G has the formula:



and R^{15} is a macrolide.

46. (New) A pharmaceutical composition comprising a compound according to claim 18 and a pharmaceutically acceptable carrier.

47. (New) A pharmaceutical composition comprising a compound according to claim 19 and a pharmaceutically acceptable carrier.

48. (New) A pharmaceutical composition comprising a compound according to claim 44 and a pharmaceutically acceptable carrier.

49. (New) A pharmaceutical composition comprising a compound according to claim 45 and a pharmaceutically acceptable carrier.